

REMUNERATION REPORT 2021  
FOR THE EXECUTIVE BOARD OF  
OMV AKTIENGESELLSCHAFT

### The remuneration of the Executive Board at a glance

The financial year 2021 was characterized by the challenges of the transformation process and the associated changes in corporate structure, with the integration of Borealis being and remaining the main topic.

### Changes in Group Leadership

Alfred Stern, who previously served as CEO of Borealis, took over the newly created Chemicals & Materials division as a full member of the Executive Board as of April 1, 2021. On April 26, the former CEO Rainer Seele announced that he would not extend his contract beyond June 2022. In the following, Alfred Stern was appointed as new CEO and Chairman of the OMV Executive Board as of September 1, 2021. Rainer Seele resigned from his OMV Executive Board position effective August 31, 2021. Thomas Gangl was appointed as new CEO of Borealis as per April 1, 2021, and accordingly resigned as a member of the OMV Executive Board. Elena Skvortsova took over the responsibility for the Refining business on an "ad interim" basis until the newly elected OMV Executive Board member for Refining, Martijn van Koten, took over as of July 1, 2021.

### Strategy 2030

With the new Strategy 2030, the Executive Board and Supervisory Board are sending a clear growth signal focused on sustainability and anchoring ESG deeply in OMV's core values. The growth-oriented Strategy 2030 continuously aims to strengthen competitiveness and profitability by targeting profits along the entire value chain as an integrated company. At the same time, sustainability is reflected in the long-term goal of climate neutrality by 2050 and is incorporated via ambitious intermediate targets regarding decarbonization.

To support the new strategy, the Supervisory Board has formed a new Sustainability and Transformation Committee to accompany the underlying transformation process towards a more sustainable business model, including the cultural integration of strategically significant acquisitions, and to support the Supervisory Board on those matters.

### Financial performance and amount of total remuneration in the financial year 2021

OMV again demonstrated its high earnings power in the financial year 2021, achieving solid Reported Net Income (after tax and net financial result) of EUR 2.8 billion in a highly volatile and uncertain business environment during the COVID-19 pandemic. Reported Net Income was nevertheless negatively affected by impairments. After very heavy share price losses in the financial year 2020 resulting from the impacts of the first wave of the COVID-19 pandemic, OMV's share price recovered considerably in financial year 2021. The share price achieved a year-on-year increase of 51.4%, returning to its pre-COVID-19 pandemic level for the first time. A positive share price development of 26.9% can also be observed over the performance period of the Long-Term Incentive Plan 2019, which expired in financial year 2021, from January 1, 2019 to December 31, 2021.

The overall positive financial development is also reflected in the target achievements of the Annual Bonus at 101.7% and the LTIP at 162.1%.

The main features of the remuneration system can be summarized as follows:

## Main features of the Remuneration Policy

### Remuneration Policy table – Executive Board remuneration at a glance

Compensation Element (target range in %)	Description	Purpose and Link to Strategy	Shareholder Alignment
<b>Base Salary</b> (≈ 20%–35% of overall target remuneration)	Salary levels take into account the responsibilities and performance of each member of the Executive Board, the situation of OMV, and common levels of remuneration in European Oil & Gas companies of comparable size as well as comparable Austrian companies. Compensation is set at a competitive level.	Provide a fixed level of earnings reflecting the scale and complexity of the business and the roles and responsibilities of each Executive Board member, ensuring competitiveness with the market.	Competitive compensation to attract, retain, and motivate the most qualified managers to lead the Company in the best interests of shareholders.
<b>Annual Bonus (Cash Bonus)</b> (≈ 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 service contracts and is capped at 180% of Target (150% +/-20% Sustainability Multiplier).	Provide variable compensation based on annual financial and non-financial performance criteria that are relevant to OMV's strategy and the Oil & Gas industry. Performance is measured against financial targets and sustainability criteria, including indicators pertaining to health, safety, security, and environment (HSSE).	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 LTIP – as a long-term compensation instrument for the members of the Executive Board, promoting retention and alignment with shareholder interests at OMV.
<b>Annual Bonus (Equity Deferral–Long-Term Component)</b> (≈ 10%–20% of overall target remuneration)	A maximum of 2/3 of the Annual Bonus is paid in cash (Cash Bonus).  A minimum of 1/3 is allocated in shares and deferred to be held for three years after vesting (Equity Deferral). The percentage breakdown into cash and share components is defined in the respective service contracts.		Payouts are subject to clawback provisions.
<b>Long-Term Incentive Plan</b> (≈ 15%–40% of overall target remuneration)	A Performance Share Plan is employed. The number of shares that vest depends on the achievement of financial and non-financial performance criteria. The number of shares 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 HSSE malus.	Promote medium- and long-term value creation at OMV. Performance is measured against key criteria linked to OMV's strategy and shareholder return. The plan also seeks to prevent inappropriate risk-taking as well as encourage long-term retention of and ownership by Executive Board members.	Align interests of Executive Board and shareholders, ensure pay for performance and foster an equity culture by granting OMV shares subject to performance criteria focusing on financial performance – cash flow, total shareholder return compared to other European Oil & Gas companies, as well as progress towards OMV's sustainability goals.  Payouts are subject to malus and clawback provisions.
<b>Benefits</b> (0.2%–2% of overall target remuneration)	Executive Board members receive a company car and are eligible for accident insurance. No additional health 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 compensation package to attract and retain the most qualified Executive Board members.

**Remuneration Policy table – Executive Board remuneration at a glance**

<b>Compensation Element</b> (target range in %)	<b>Description</b>	<b>Purpose and Link to Strategy</b>	<b>Shareholder Alignment</b>
<b>Retirement Benefits</b> (≈ 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. Retirement age is the Austrian statutory retirement age.	The rules governing defined contribution retirement benefits are systematically in line with those offered to OMV employees, ensuring that compensation 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.
<b>Shareholding Requirement</b>	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 be accumulated in general within five years after 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 Executive Board into shareholders. Potential impact on Executive Board members' personal assets creates an effect comparable to malus and clawback.
<b>Payout Cap</b>	In addition to the caps defined for the Annual Bonus and the Long-Term Incentive Plan, a cap for total annual compensation is applied for each Executive Board member.	Absolute caps to avoid unintended remuneration levels and ensure social acceptance of Executive remuneration payouts and limits 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.
<b>Clawback</b>	All variable compensation elements are subject to malus and clawback provisions.	Allow adjustment of outstanding compensation and/or reclaim compensation 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 compensation elements set out in the table above, OMV offers Executive Board members a D&O insurance (Directors' and Officers' insurance) as well as an indemnity against claims by third parties.

This Remuneration Report presents the concrete application of the Remuneration Policy for the Executive Board for the financial year 2021 and will be submitted for voting to the Annual General Meeting 2022.

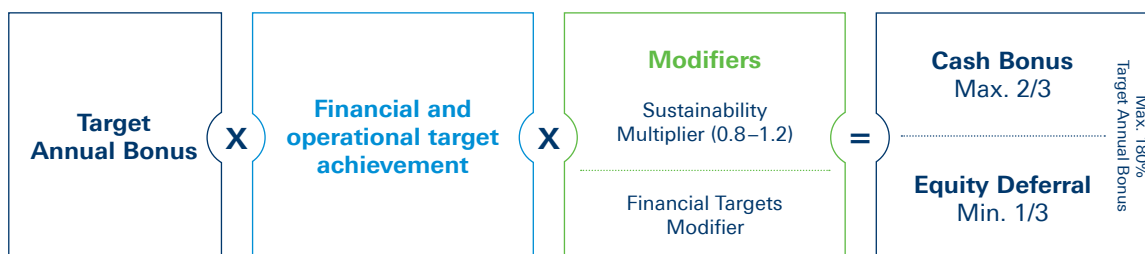
The following is a detailed description of the compensation elements as applied in the financial year 2021.

### **Details on the 2021 Annual Bonus (including Equity Deferral 2021)**

The Annual Bonus rewards financial performance, operational excellence, and sustainable corporate development at OMV. At maximum, the payout can amount to 180% (150% +/-20% Sustainability Multiplier) of the Target Annual Bonus defined in the Executive Board service contracts.

The payout of the Annual Bonus is split into two components: a Cash Bonus (maximum 2/3 of the total amount), which is paid after March 31, 2022; and an Equity Deferral as a long-term component (minimum 1/3 of the total amount). This is transferred in OMV shares to be held for a period of three years (holding period). The shares are transferred net of taxes and must be deposited to a trustee account managed by OMV for the duration of the holding period.

**Annual Bonus**



**Determination of the payout amount**

The Annual Bonus payout amount depends on the degree of target achievement for the respective performance criterion (financial targets and operational targets). This is determined by comparing the agreed target levels with the actual levels achieved and is expressed as a percentage. The determination of target achievement occurs on a straight-line basis between the threshold, target, and maximum. The sum of the weighted achievements results in the overall target achievement before the Financial Targets Modifier and Sustainability Multiplier are applied. Once they have been applied, the actual overall target achievement is validated by an independent auditor.

The level of achievement at threshold, target, and maximum for each performance criterion is shown in the table below:

**Level of vesting**

Criteria	Performance	Vesting
All performance criteria of the Annual Bonus	Maximum	150 %
	Target	100 %
	Threshold	50 %
	Below threshold	0 %

After in-depth discussion, the Remuneration Committee decided to exercise its discretion as pre-defined in the Remuneration Policy and adjusted the target achievement of the Annual Bonus 2021 under the Financial Target Modifier. As in 2020, the Remuneration Committee took into account the significant changes in the oil and gas price as well as in the EUR/US Dollar exchange rate compared to the time of the budgeting. These are exogenous developments that are not under the control of the Executive Board. Therefore, an adjustment of the original targets via the Financial Target Modifier ensures appropriate remuneration that adequately rewards both the Company's development and the Executive Board's performance, while at the same time avoiding high windfall profits or losses.

Before applying the Financial Target Modifier, the total target achievement of the Annual Bonus 2021 amounts to 144.6%. The Remuneration Committee then decided to apply the financial target modifier taking into account the significant fluctuations in the oil and gas price as well as in the EUR/US Dollar exchange rate as described above. At the same time, the Remuneration Committee reviewed the effect of impairments on the KPI "Reported Net Income". Based on the term sheet, the Remuneration Committee decides on a case by case basis whether adjustments are done for impairments/write ups of assets/projects started before 31.12.2014. In line with this regulation, it was decided to neutralize 36% of the impairment of the Nitro business and Rosier Group in Borealis (in line with the former ownership structure), as well as the impairment of ELG (Erdöl Lagergesellschaft m.b.H.). The adjustments based on the financial target multiplier resulted in a target achievement of 107.1%.

The performance in the area of sustainability is assessed as part of the Sustainability Multiplier using the catalog of criteria published in the Remuneration Policy. A Sustainability Multiplier of 0.95 was applied to adjust the overall target achievement, taking into account in particular three work-related accidents at contractors of OMV resulting in fatalities, but at the same time acknowledging the achievements that were made through various projects in the area of sustainability as well as the good performance versus our peer group.

Therefore, after applying the sustainability multiplier, the total target achievement of the Annual Bonus 2021 amounts to 101.7%.

The derivation of the actual overall target achievement is summarized in the following performance scorecard for the 2021 Annual Bonus:

-> see table on next page

**Performance scorecard – 2021 Annual Bonus (Cash Bonus and Equity Deferral)**

<b>Performance criteria, in EUR mn</b> (unless otherwise stated)	<b>Threshold</b> (0% or 50% target achievement)	<b>Target</b> (100% target achievement)	<b>Maximum</b> (150% target achievement)	<b>Actual</b>	<b>Weighting</b>	<b>Target achievement</b>
Reported Net Income (after tax and net financial result), adjusted for predefined effects	1,680	1,980	2,280	EUR 2,766 mn	40%	150%
Clean CCS ROACE (3-year average)	6.9%	7.4%	7.9%	9.9%	40%	150%
Operational target	Decrease of non-market NPV by EUR 970 mn from baseline	No change in non-market NPV from baseline	Increase in non-market NPV by EUR 970 mn over baseline	EUR 447 mn	20%	123%
Overall target achievement before Financial Targets Modifier and Sustainability Multiplier						144.6%
Overall target achievement after Financial Targets Modifier	Consideration of unexpected significant fluctuation in the oil and gas price and changes in the US Dollar exchange rate as well as impairments of Nitro, Rosier and ELG.					107.1%
Sustainability Multiplier	0.8	1	1.2	0.95		0.95
<b>Actual target achievement</b>						<b>101.7%</b>

The number of shares transferred under the Equity Deferral is calculated by dividing (at least) one third of the gross amount of the actual Annual Bonus for the year 2021 by the average closing price of OMV shares on the Vienna Stock Exchange over the three-month period from November 1, 2021, to January 31, 2022.

The amount of Equity Deferral due equates to the value when the shares are transferred and is thus calculated by multiplying the vested shares by the closing price for OMV shares on the Vienna Stock Exchange on the day the share transfer happened.

### Long-Term Incentive

Both the Long-Term Incentive awarded in the financial year 2021 and the Long-Term Incentive due in the financial year 2021 (awarded in 2019) are shown below. Both Long-Term Incentive Plans follow the same system.

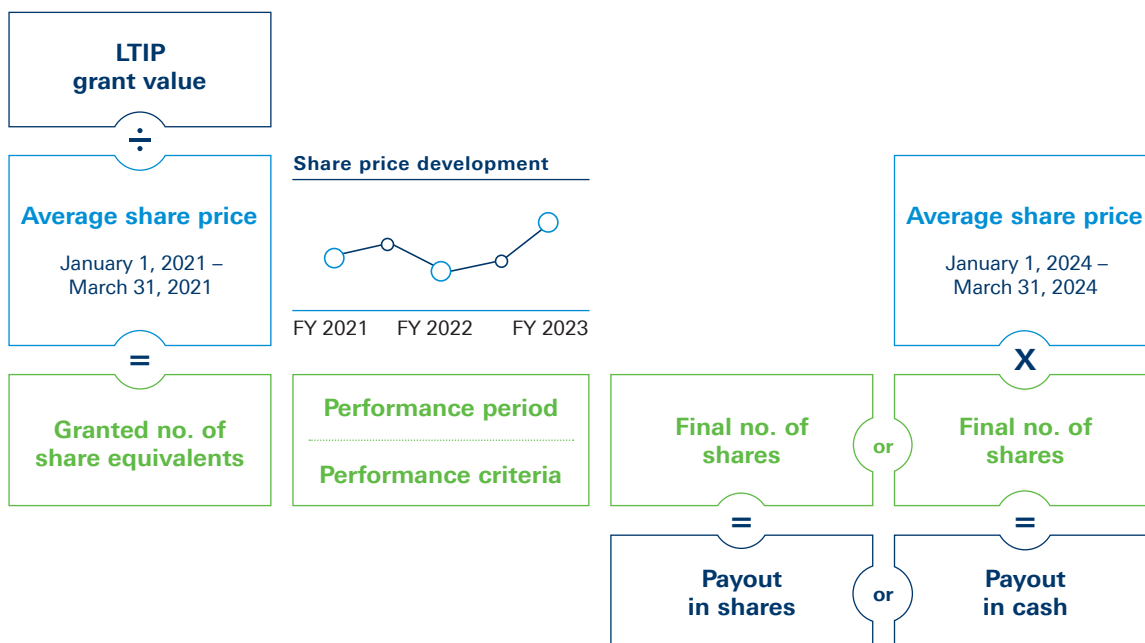
### Long-Term Incentive Plan 2021 (awarded in the financial year 2021)

The Long-Term Incentive Plan 2021 (LTIP 2021, 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 LTIP 2021 was awarded in accordance with the Long-Term Incentive Plan described in the Policy, the basic system of which is as follows:

-> see graphic on next page

**Long-Term Incentive Plan (LTIP)**



Performance criteria and their weighting were agreed at the beginning of the three-year performance period as follows and are assessed after the end of this period:

**Performance criteria**

Criteria	Link to strategy and long-term development	Weighting
Free cash flow before dividends, excluding divestments and acquisitions, 3-year average	Source of capital expenditure commitments which support sustainable growth based on portfolio and cost management.	45%
Relative Total Shareholder Return (TSR)	Assessment of relative value created for shareholders. Common KPI allows direct comparison vs. other Oil & Gas companies.	35%
GHG (Greenhouse Gases) emission reduction	Highlights focus on sustainable development as outlined in OMV's Strategy 2025 (Carbon Efficiency) and reflects implementation of shareholder feedback.	15%
Diversity: increase the proportion of women at management level	OMV is committed to its diversity targets as part of the overall Sustainability Strategy.	5%

**Determination of the payout amount**

After the three-year performance period, the payout amount and the number of shares designated for this purpose depend on the level of target achievement for the respective performance criterion. This is determined by comparing the agreed target levels with the actual levels achieved and is expressed as

a percentage. The measurement of target achievement occurs on a straight-line basis between the threshold, target, and maximum. The sum of the weighted target achievements results in the overall target achievement.

The level of target achievement at threshold, target, and maximum for each performance criterion is shown in the table on the next page:

### Level of vesting

Criteria	Performance	Vesting
Free cash flow before dividends, excluding divestments and acquisitions 3-year average	Maximum	200 %
	Target	100 %
GHG (Greenhouse Gases) emission reduction	Threshold	50 %
Diversity: increase the proportion of women at management level	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 %

occurred, the Remuneration Committee may reexamine the LTIP overall target achievement and, depending on the extent of the breach, reduce it at its reasonable discretion, to zero if necessary.

The payout is made after the end of the three-year performance period (January 1, 2021, to December 31, 2023) after March 31, 2024, subject to approval by the Supervisory Board.

### Long-Term Incentive Plan 2019 (due in the financial year 2021)

The performance period for the LTIP 2019 ended in the financial year 2021. The LTIP 2019 was approved by the 2019 AGM and follows the same basic scheme as the 2021 LTIP. The plans differ only in the performance criteria and their weighting.

The overall target achievement percentage for the LTIP 2019 is 162.1%; no HSSE malus has been applied.

A HSSE malus (Health, Safety, Security, and Environmental) may be applied to the overall target achievement. In situations where a severe HSSE breach has

The derivation of the actual overall target achievement is summarized in the performance scorecard for the LTIP 2019 shown below:

### Performance scorecard – LTIP 2019

Performance criteria	Threshold (0% or 50% target achievement)	Target (100% target achievement)	Maximum (200% target achievement)	Actual	Weighting	Target achievement
Relative TSR	at or below 1st quartile (≤25th percentile)	at median (=50th percentile)	at or above 3rd quartile (≥75th percentile)	Above 3rd quartile	50%	200%
Free cash flow before dividends and excl. divestments and acquisitions 3-year average	EUR 1,450 mn avg. p.a.	EUR 1,810 mn avg. p.a.	EUR 2,170 mn avg. p.a.	EUR 1,897 mn avg. p.a.	50%	124%
<b>Overall target achievement</b>						<b>162.1%</b>
<b>HSSE malus</b>						<b>Not applied</b>

The payout was made after the end of the three-year performance period (January 1, 2019, to December 31, 2021) after March 31, 2022, following approval by the Supervisory Board.

The amount due was calculated by multiplying the final number of shares by the average price of OMV shares on the Vienna Stock Exchange from January 1 to March 31, 2022.

### Shareholding requirements for members of the Executive Board

The shareholding requirement is defined as a percentage of the annual gross base salary (calculated on the basis of the January gross base salary in the respective year or gross base salary for the first full month as Executive Board member). In general, Executive Board members building up the shareholding with payouts from the Equity Deferral and the Long-Term Incentive.



**Shareholding requirement und fulfillment as of December 31, 2021**

	Shareholding requirement		Fulfillment	
	in shares	in % of base salary	in shares (in an OMV trustee account)	% of the requirement
Alfred Stern	50,536	200	0	0.00
Johann Pleininger	47,369	150 <sup>1</sup>	53,711	113.39
Reinhard Florey	43,897	150	46,975	107.01
Elena Skvortsova	22,014	150	1,166	5.30
Martijn van Koten	22,014	150	0	0.00

<sup>1</sup> The stated (highest) shareholding requirement in number of shares results from the LTIP 2015 when Johann Pleininger still had an obligation of 150% of his gross annual salary; since his appointment as Deputy CEO in 2017, a shareholding requirement of 175% applies.

**Information on share-based remuneration**

LTIP and Equity Deferral from the Annual Bonus are share-based remuneration for the OMV Executive Board.

**LTIP**

The number of shares for the LTIP depends on the degree to which the performance criteria described above have been achieved. The payout is made in cash or in the form of shares. Executive Board members are required to accumulate an appropriate shareholding in OMV and hold these shares until retirement or departure from the Company. Until the shareholding requirement is fulfilled, payments from the LTIP will be made in the form of shares. To the extent the shareholding requirement concerning the respective LTI tranche is not fulfilled, the transferred shares (net after tax deduction) shall be deposited to a trustee account managed by OMV. As soon as the shareholding requirement is fulfilled, the Executive Board member may choose a payout in cash or shares.

For share-based payout, the fair values on the award date are expensed over the three-year performance period, with a corresponding increase in equity. In the case of an expected payout in cash, a provision is recognized for the expected future costs of the LTIP on the basis of the fair values at the balance sheet date.

**Equity Deferral**

A minimum of a third of the Annual Bonus is transferred in shares as Equity Deferral. The number of shares depends on the overall target achievement of the Annual Bonus. The transferred shares (net after tax deduction) shall be deposited to a trustee account managed by OMV for a period of three years.

The following overviews summarize the share-based remuneration for the current tranches of the LTIP and for the vested Equity Deferrals within the holding period of three years per Executive Board member:

**Current LTIP tranches and Equity Deferrals**

In EUR

		Alfred Stern, Chairman of the Executive Board & Executive Officer Chemicals & Materials		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2021 – 2023	March 31, 2024	591,668	15,101	417,267
LTIP tranche 2020 – 2022	March 31, 2023	–	–	–
LTIP tranche 2019 – 2021	in EUR March 31, 2022	–	–	–
	No. of shares			–

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2021	March 31, 2025	339,848	6,575	285,289
2020	March 31, 2024	–	–	–
2019	March 31, 2023	–	–	–
2018	March 31, 2022	–	–	–

**Current LTIP tranches and Equity Deferrals**

In EUR

**Johann Pleininger,  
Deputy Chairman of the Executive Board & Executive  
Officer Exploration & Production**

<b>LTIP tranches</b>	<b>Payout</b>	<b>Value</b>	<b>No. of shares</b>	<b>Recorded expense or payout</b>
LTIP tranche 2021 – 2023	March 31, 2024	500,000	12,761	352,607
LTIP tranche 2020 – 2022	March 31, 2023	500,000	12,748	354,880
LTIP tranche 2019 – 2021	in EUR March 31, 2022	500,000	11,200	899,399
	No. of shares			18,155

<b>Equity Deferral</b>	<b>End of holding period</b>	<b>Value</b>	<b>No. of shares</b>	<b>Value of shares awarded</b>
2021	March 31, 2025	518,670	10,036	435,462
2020	March 31, 2024	247,647	7,879	323,118
2019	March 31, 2023	579,250	11,411	287,101
2018	March 31, 2022	436,100	10,101	488,585

**Reinhard Florey,  
Chief Financial Officer**

<b>LTIP tranches</b>	<b>Payout</b>	<b>Value</b>	<b>No. of shares</b>	<b>Recorded expense or payout</b>
LTIP tranche 2021 – 2023	March 31, 2024	387,500	9,890	273,278
LTIP tranche 2020 – 2022	March 31, 2023	387,500	9,880	375,040
LTIP tranche 2019 – 2021	in EUR March 31, 2022	387,500	8,680	697,028
	No. of shares			14,070

<b>Equity Deferral</b>	<b>End of holding period</b>	<b>Value</b>	<b>No. of shares</b>	<b>Value of shares awarded</b>
2021	March 31, 2025	399,300	7,725	335,188
2020	March 31, 2024	207,225	6,593	270,379
2019	March 31, 2023	558,563	11,003	276,835
2018	March 31, 2022	420,525	9,741	471,172

**Elena Skvortsova,  
Executive Officer Marketing & Trading**

<b>LTIP tranches</b>	<b>Payout</b>	<b>Value</b>	<b>No. of shares</b>	<b>Recorded expense or payout</b>
LTIP tranche 2021 – 2023	March 31, 2024	355,000	9,060	250,351
LTIP tranche 2020 – 2022	March 31, 2023	192,292	4,902	136,448
LTIP tranche 2019 – 2021	in EUR March 31, 2022	–	–	–
	No. of shares			–

<b>Equity Deferral</b>	<b>End of holding period</b>	<b>Value</b>	<b>No. of shares</b>	<b>Value of shares awarded</b>
2021	March 31, 2025	249,165	4,821	209,183
2020	March 31, 2024	81,483	2,592	106,298
2019	March 31, 2023	–	–	–
2018	March 31, 2022	–	–	–

**Current LTIP tranches and Equity Deferrals**

In EUR

		<b>Martijn van Koten, Executive Officer Refining</b>		
<b>LTIP tranches</b>	<b>Payout</b>	<b>Value</b>	<b>No. of shares</b>	<b>Recorded expense or payout</b>
LTIP tranche 2021 – 2023	March 31, 2024	177,500	4,530	125,167
LTIP tranche 2020 – 2022	March 31, 2023	–	–	–
LTIP tranche 2019 – 2021	in EUR March 31, 2022	–	–	–
	No. of shares			–

<b>Equity Deferral</b>	<b>End of holding period</b>	<b>Value</b>	<b>No. of shares</b>	<b>Value of shares awarded</b>
2021	March 31, 2025	124,583	2,410	104,570
2020	March 31, 2024	–	–	–
2019	March 31, 2023	–	–	–
2018	March 31, 2022	–	–	–

		<b>Rainer Seele, former Chairman of the Executive Board</b>		
<b>LTIP tranches</b>	<b>Payout</b>	<b>Value</b>	<b>No. of shares</b>	<b>Recorded expense or payout</b>
LTIP tranche 2021 – 2023	March 31, 2024	1,500,000	38,284	1,057,883
LTIP tranche 2020 – 2022	March 31, 2023	1,500,000	38,245	1,064,736
LTIP tranche 2019 – 2021	in EUR March 31, 2022	1,500,000	33,602	2,698,345
	No. of shares			54,468

<b>Equity Deferral</b>	<b>End of holding period</b>	<b>Value</b>	<b>No. of shares</b>	<b>Value of shares awarded</b>
2021	March 31, 2025	508,500	9,839	426,914
2020	March 31, 2024	307,000	9,767	400,545
2019	March 31, 2023	827,500	16,302	410,158
2018	March 31, 2022	623,000	14,431	698,027

		<b>Thomas Gangl, former Chief Downstream Operations Officer</b>		
<b>LTIP tranches</b>	<b>Payout</b>	<b>Value</b>	<b>No. of shares</b>	<b>Recorded expense or payout</b>
LTIP tranche 2021 – 2023	March 31, 2024	88,750	2,265	62,576
LTIP tranche 2020 – 2022	March 31, 2023	355,000	9,051	251,968
LTIP tranche 2019 – 2021	in EUR March 31, 2022	177,500	3,976	319,285
	No. of shares			6,445

<b>Equity Deferral</b>	<b>End of holding period</b>	<b>Value</b>	<b>No. of shares</b>	<b>Value of shares awarded</b>
2021	March 31, 2025	61,250	1,185	51,417
2020	March 31, 2024	150,430	4,786	196,274
2019	March 31, 2023	202,738	3,994	100,489
2018	March 31, 2022	–	–	–

**Current LTIP tranches and Equity Deferrals**

In EUR

		<b>Manfred Leitner, former Executive Board Member</b>			
<b>LTIP tranches</b>	<b>Payout</b>	<b>Value</b>	<b>No. of shares</b>	<b>Recorded expense or payout</b>	
LTIP tranche 2021 – 2023	March 31, 2024	–	–	–	
LTIP tranche 2020 – 2022	March 31, 2023	–	–	–	
LTIP tranche 2019 – 2021	in EUR	March 31, 2022	387,500	8,680	697,028
	No. of shares				14,070

<b>Equity Deferral</b>	<b>End of holding period</b>	<b>Value</b>	<b>No. of shares</b>	<b>Value of shares awarded</b>
2021	March 31, 2025	–	–	–
2020	March 31, 2024	–	–	–
2019	March 31, 2023	558,563	11,003	276,835
2018	March 31, 2022	420,525	9,741	471,172

For the LTIP, the amount awarded for a tranche is converted into a specific number of shares and then accounted for at the expense recognized at the end of each year. Only after the three-year performance period has ended the number of shares due and thus the payout amount due can be determined. For the Equity Deferral, the amount due from the Annual Bonus is converted into the due and unchangeable number of shares.

**Amount of total remuneration 2021**

Executive Board salaries are not subject to automatic adjustment in line with consumer price trends but instead are reviewed annually in view of the performance of Executive Board members as well as considering what is customary in the market within a peer group that is composed of the following companies: BP, Eni, Equinor, Galp Energia, Lundin Petroleum, NESTE, Petrofac, PKN Orlen, Repsol, Royal Dutch Shell, TechnipFMC, Total and Tullow Oil.

In 2021, the salary increase of Reinhard Florey due to the extension of his contract became effective as of July 1, 2021. The annual base salary was increased from EUR 700,000 to EUR 810,250 and the annual target amount for the Equity Deferral was increased from EUR 337,500 to EUR 447,750. 50% of the increase affects the Equity Deferral – in line with the policy to increase the long-term part of the variable remuneration elements.

Two changes in OMV's Executive Board took place in 2021, which are also reflected in the remuneration for the financial year.

Alfred Stern took over the newly created Chemicals & Materials division as a full member of the Executive Board as of April 1, 2021, and later assumed the function of Chairman of the OMV Executive Board as of September 1, 2021. The remuneration for Alfred Stern therefore reflects both, the pro-rated appointment to the Executive Board as well as the pro-rated remuneration for the function as Chairman of the Executive Board. His predecessor, Rainer Seele, accordingly left OMV's Executive Board effective August 31, 2021. His contract ends on June 30, 2022.

Martijn van Koten joined OMV's Executive Board on July 1, 2021 and took over the responsibility of Refining from Thomas Gangl, who left the OMV Executive Board to take over the role of the CEO of Borealis on April 1, 2021.

No special remuneration elements or sign-on bonuses were granted to Alfred Stern and Martijn van Koten. Elena Skvortsova joined the OMV Executive Board effective June 15, 2020. In 2021, she received a one-off payment of EUR 535,088 in settlement of the variable remuneration demonstrably forfeited as a result of her move from Linde plc to OMV AG.

In 2021, pension fund contributions of 25% of the base salary were paid to APK Pensionskasse AG. Benefits in kind for the members of the Executive Board include company cars with a personal driver and accident insurance.

For each member of the Executive Board, the following overview shows both the total remuneration based on the remuneration components awarded in a financial year and the total remuneration based on the remuneration components due in that financial year. The Annual Bonus and the Equity Deferral provide a comparison between the remuneration awarded and the remuneration due based on the same year. For example, Alfred Stern received an award for the Cash Bonus component of the Annual Bonus of EUR 578,333 in the financial year 2021. After applying the actual overall target achievement for the Annual Bonus, the Cash Bonus due for the financial year 2021 amounts to EUR 588,165.

The LTIP, on the other hand, relates to different tranches of remuneration awarded and due within one year due to the three-year performance period. For instance, Johann Pleininger was awarded remuneration from the 2021-2023 LTIP tranche in the amount of EUR 500,000 for the financial year 2021, while an amount of EUR 899,399 is due as the payout from the 2019-2021 LTIP tranche.

The variable elements account for between 45%

and 68% of the remuneration awarded to the members of the Executive Board for the financial year 2021. Variances are due to the higher LTIP portion for the Chairman and the higher Equity Deferral portion for the Deputy Chairman.

The variable elements comprise between 34% and 75% of the remuneration due to the members of the Executive Board for the financial year 2021. Between 30% and 75% of variable remuneration are based on long-term performance, either through the LTIP or the portion of the Annual Bonus vested in shares (Equity Deferral).

In the financial year 2020, in light of the COVID-19 pandemic, the Executive Board waived payout of a portion of the Cash Bonus component of the Annual Bonus for 2019 and deferred entitlement to payment to 2021. The remuneration due from the Cash Bonus component of the Annual Bonus for 2019 will not change as a result of this deferral of the payment.

For the financial year 2021, the total remuneration of the members of the Executive Board can be seen in the tables below:

## Executive Board remuneration

In EUR

		Alfred Stern (since April 1, 2021) Chairman of the Executive Board & Executive Executive Officer Chemicals & Materials			
		2021		2020	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	685,450		-	
	Functional allowance	-		-	
	One-off payment	-		-	
	Benefits in kind <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	7,309		-	
	Pension fund contributions	179,464		-	
Performance related, variable remuneration	Annual bonus				
	Cash bonus	578,333	588,165	-	-
	Equity Deferral	334,167	285,289	-	-
	Long-Term Incentive Plan				
	LTIP tranche 2021 – 2023	591,668	-	-	-
	LTIP tranche 2019 – 2021 Award	-	-	-	-
	LTIP tranche 2020 – 2022	-	-	-	-
	LTIP tranche 2018 – 2020 Award	-	-	-	-
<b>Total remuneration</b>	<b>2,376,391</b>	<b>1,745,677</b>	<b>-</b>	<b>-</b>	
<b>Fixed remuneration as % of total remuneration</b>	<b>37%</b>	<b>50%</b>	<b>-</b>	<b>-</b>	
<b>Variable remuneration as % of total remuneration</b>	<b>63%</b>	<b>50%</b>	<b>-</b>	<b>-</b>	

## Executive Board remuneration

In EUR

		<b>Johann Pleininger, Deputy Chairman of the Executive Board &amp; Executive Officer Exploration &amp; Production</b>			
		2021		2020	
		Awarded	Due	Awarded	Due
<b>Non-perfor- mance related, fixed remuneration</b>	<b>Base salary</b>	750,000		750,000	
	<b>Functional allowance</b>	-		-	
	<b>One-off payment</b>	-		-	
	<b>Benefits in kind</b> <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	12,459		12,538	
	<b>Pension fund contributions</b>	187,500		187,500	
<b>Performance related, variable remuneration</b>	<b>Annual bonus</b>				
	Cash bonus	700,000	711,900	700,000	429,800
	Equity Deferral	510,000	435,462	403,333	323,118
	<b>Long-Term Incentive Plan</b>				
	LTIP tranche 2021 – 2023	500,000	-	-	-
	LTIP tranche 2019 – 2021 <i>Award</i>	-	899,399 500,000	-	-
	LTIP tranche 2020 – 2022	-	-	500,000	-
	LTIP tranche 2018 – 2020 <sup>1</sup> <i>Award</i>	-	-	-	764,225 500,000
	<b>Total remuneration</b>	2,659,959	2,996,720	2,553,372	2,467,181
	<b>Fixed remuneration as % of total remuneration</b>	36%	32%	37%	39%
<b>Variable remuneration as % of total remuneration</b>	64%	68%	63%	61%	

<sup>1</sup> 50% of the cash payments due in 2020 under the LTIP 2017 for the active Executive Board members (for the cash portion, if applicable) were postponed to January 2021.

		<b>Reinhard Florey, Chief Financial Officer</b>			
		2021		2020	
		Awarded	Due	Awarded	Due
<b>Non-perfor- mance related, fixed remuneration</b>	<b>Base salary</b>	755,125		700,000	
	<b>Functional allowance</b>	-		-	
	<b>One-off payment</b>	-		-	
	<b>Benefits in kind</b> <sup>1</sup> <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	46,801		45,108	
	<b>Pension fund contributions</b>	188,781		175,000	
<b>Performance related, variable remuneration</b>	<b>Annual bonus</b>				
	Cash bonus	675,000	686,475	675,000	414,450
	Equity Deferral	392,625	335,188	337,500	270,379
	<b>Long-Term Incentive Plan</b>				
	LTIP tranche 2021 – 2023	387,500	-	-	-
	LTIP tranche 2019 – 2021 <i>Award</i>	-	697,028 387,500	-	-
	LTIP tranche 2020 – 2022	-	-	387,500	-
	LTIP tranche 2018 – 2020 <sup>2</sup> <i>Award</i>	-	-	-	625,606 387,500
<b>Total remuneration</b>	2,445,832	2,709,398	2,320,108	2,230,543	
<b>Fixed remuneration as % of total remuneration</b>	41%	37%	40%	41%	
<b>Variable remuneration as % of total remuneration</b>	59%	63%	60%	59%	

<sup>1</sup> For Reinhard Florey including schooling costs and related taxes.

<sup>2</sup> 50% of the cash payments due in 2020 under the LTIP 2017 for the active Executive Board members (for the cash portion, if applicable) were postponed to January 2021.

## Executive Board remuneration

In EUR

		Elena Skvortsova (since June 15, 2020), Executive Officer Marketing & Trading			
		2021		2020	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	575,000		313,220	
	Functional allowance	-		-	
	One-off payment <sup>1</sup>	535,088		-	
	Benefits in kind <sup>2</sup> (company car, car allowance, accident, insurance and reimbursed expenses)	102,049		189,516	
	Pension fund contributions	143,750		77,009	
Performance related, variable remuneration	Annual bonus				
	Cash bonus	490,000	498,330	265,417	162,966
	Equity Deferral	245,000	209,183	132,708	106,298
	Long-Term Incentive Plan				
	LTIP tranche 2021 – 2023	355,000	-	-	-
	LTIP tranche 2019 – 2021 <i>Award</i>	-	-	-	-
	LTIP tranche 2020 – 2022	-	-	192,292	-
	LTIP tranche 2018 – 2020 <i>Award</i>	-	-	-	-
<b>Total remuneration</b>	<b>2,445,887</b>	<b>2,063,400</b>	<b>1,170,162</b>	<b>849,009</b>	
<b>Fixed remuneration as % of total remuneration</b>	<b>55%</b>	<b>66%</b>	<b>50%</b>	<b>68%</b>	
<b>Variable remuneration as % of total remuneration</b>	<b>45%</b>	<b>34%</b>	<b>50%</b>	<b>32%</b>	

<sup>1</sup> In compensation for the variable remuneration demonstrably forfeited as a result of the move from the Linde Group to OMV AG, Elena Skvortsova received a one-off payment.

<sup>2</sup> For Elena Skvortsova including relocation and rental costs and related taxes.

		Martijn van Koten (since Juli 1, 2021), Executive Officer Refining			
		2021		2020	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	287,837		-	
	Functional allowance	-		-	
	One-off payment	-		-	
	Benefits in kind (company car, car allowance, accident, insurance and reimbursed expenses)	14,429		-	
	Pension fund contributions	71,875		-	
Performance related, variable remuneration	Annual bonus				
	Cash bonus	245,000	249,165	-	-
	Equity Deferral	122,500	104,570	-	-
	Long-Term Incentive Plan				
	LTIP tranche 2021 – 2023	177,500	-	-	-
	LTIP tranche 2019 – 2021 <i>Award</i>	-	-	-	-
	LTIP tranche 2020 – 2022	-	-	-	-
	LTIP tranche 2018 – 2020 <i>Award</i>	-	-	-	-
<b>Total remuneration</b>	<b>919,141</b>	<b>727,876</b>	<b>-</b>	<b>-</b>	
<b>Fixed remuneration as % of total remuneration</b>	<b>41%</b>	<b>51%</b>	<b>-</b>	<b>-</b>	
<b>Variable remuneration as % of total remuneration</b>	<b>59%</b>	<b>49%</b>	<b>-</b>	<b>-</b>	

**Executive Board remuneration**

In EUR

		<b>Rainer Seele (until September 1, 2021), Chairman of the Executive Board</b>			
		<b>2021</b>		<b>2020</b>	
		Awarded	Due	Awarded	Due
<b>Non-perfor- mance related, fixed remuneration</b>	<b>Base salary</b>	1,100,000		1,100,000	
	<b>Functional allowance <sup>1</sup></b>	-		334,000	
	<b>One-off payment</b>	-		-	
	<b>Benefits in kind</b> <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	12,758		12,888	
	<b>Pension fund contributions</b>	275,000		275,000	
<b>Performance related, variable remuneration</b>	<b>Annual bonus</b>				
	Cash bonus	1,000,000	1,017,000	1,000,000	614,000
	Equity Deferral	500,000	426,914	500,000	400,545
	<b>Long-Term Incentive Plan</b>				
	LTIP tranche 2021 – 2023	1,500,000	-	-	-
	LTIP tranche 2019 – 2021 <i>Award</i>	-	2,698,345 1,500,000	-	-
	LTIP tranche 2020 – 2022	-	-	1,500,000	-
	LTIP tranche 2018 – 2020 <sup>2</sup> <i>Award</i>	-	-	-	2,076,295 1,500,000
	<b>Total remuneration</b>	4,387,758	5,530,017	4,721,888	4,812,728
	<b>Fixed remuneration as % of total remuneration</b>	32%	25%	36%	29%
<b>Variable remuneration as % of total remuneration</b>	68%	75%	64%	71%	

<sup>1</sup> Rainer Seele received a payment for the responsibility for "Marketing and Trading" from July 1, 2019, until February 28, 2020.

<sup>2</sup> 50% of the cash payments due in 2020 under the LTIP 2017 for the active Executive Board members (for the cash portion, if applicable) were postponed to January 2021.

		<b>Thomas Gangl (until April 1, 2021), Chief Downstream Operations Officer</b>			
		<b>2021</b>		<b>2020</b>	
		Awarded	Due	Awarded	Due
<b>Non-perfor- mance related, fixed remuneration</b>	<b>Base salary</b>	143,471		575,000	
	<b>Functional allowance</b>	-		-	
	<b>One-off payment</b>	-		-	
	<b>Benefits in kind</b> <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	3,070		12,695	
	<b>Pension fund contributions</b>	30,804		143,750	
<b>Performance related, variable remuneration</b>	<b>Annual bonus <sup>1</sup></b>				
	Cash bonus	122,500	122,500	490,000	300,860
	Equity Deferral	61,250	51,417	245,000	196,274
	<b>Long-Term Incentive Plan</b>				
	LTIP tranche 2021 – 2023	88,750	-	-	-
	LTIP tranche 2019 – 2021 <sup>2</sup> <i>Award</i>	-	319,285 177,500	-	-
	LTIP tranche 2020 – 2022	-	-	355,000	-
	LTIP tranche 2018 – 2020 <i>Award</i>	-	-	-	-
	<b>Total remuneration</b>	449,845	670,547	1,821,445	1,228,579
	<b>Fixed remuneration as % of total remuneration</b>	39%	26%	40%	60%
<b>Variable remuneration as % of total remuneration</b>	61%	74%	60%	40%	

<sup>1</sup> Thomas Gangls' target achievement for the Annual Bonus 2021 was contractually fixed at 100%.

<sup>2</sup> Thomas Gangl received a cash payment amounting to EUR 0.09 mn based on his LTIP 2019 as Senior Manager.



## Executive Board remuneration

In EUR

		Manfred Leitner (until June 30, 2019), former Executive Board Member			
		2021		2020	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	-	-	-	-
	Functional allowance	-	-	-	-
	One-off payment	-	-	-	-
	Benefits in kind (company car, car allowance, accident, insurance and reimbursed expenses)	-	-	-	-
	Pension fund contributions	-	-	-	-
Performance related, variable remuneration	Annual bonus				
	Cash bonus	-	-	-	-
	Equity Deferral	-	-	-	-
	Long-Term Incentive Plan				
	LTIP tranche 2021 – 2023	-	-	-	-
	LTIP tranche 2019 – 2021 <i>Award</i>	-	697,028 387,500	-	-
	LTIP tranche 2020 – 2022	-	-	-	-
	LTIP tranche 2018 – 2020 <i>Award</i>	-	-	-	409,392 387,500
<b>Total remuneration</b>	-	697,028	-	409,392	
<b>Fixed remuneration as % of total remuneration</b>	-	0%	-	0%	
<b>Variable remuneration as % of total remuneration</b>	-	100%	-	100%	

A presentation of the total remuneration of the Executive Board based on the actual payouts in the financial year 2021 is included in the Note 35 to the Annual Report. Consequently, the payout of the Cash Bonus 2020 and the payout of the LTIP 2018 are shown there for 2021.

### Remuneration of affiliated companies

The members of the Executive Board assign all claims to remuneration and other capital-accumulating benefits from Board functions in Group companies or affiliated companies. The members of the Executive Board furthermore assign to the Company claims from memberships and positions in business organizations and interest groups if these claims have been assigned by the Company by resolution of the Supervisory Board.

### Clawback

There were no causes and thus no use was made of the option to reclaim variable remuneration in the financial year 2021.

### Development of total remuneration due

The following table provides an overview of the development of the total remuneration due to Executive Board members and compares this with the develop-

ment of the economic success and the development of the remuneration of the employees.

The development of the total remuneration due to the members of the Executive Board is heterogeneous. This is due to the gradual replacement of the Executive Board members and the resulting appointments and terminations. The current levels therefore cannot be directly compared. For example, the development in the salary of Elena Skvortsova reflects her appointment during the year in 2020.

The development of the economic success and the remuneration of the Executive Board are closely linked to each other. The increase of the Reported Net Income (after tax and financial result) of 90% is reflected in the increase in total remuneration due to Executive Board members serving for the full fiscal year in 2020 and 2021, however adjusting for significant increases in the oil and gas price and changes in the US Dollar exchange rate as well as for impairments via the Financial Targets Modifier for the 2021 Annual Bonus to adequately reward both the Company's development and the Executive Board's performance.

The comparison of Executive Board remuneration with employee remuneration is based on adjusted personnel expenses. This is adjusted for Executive Board remuneration as reported in the Annual Report, expenses in connection with employee severance packages, taxes, and social security contributions. The average employee remuneration is calculated by dividing the adjusted personnel expenses by the number of active employees in

the OMV Group in the financial year, calculated as the average of the month's end numbers of employees during the year.

The comparison of the average remuneration of OMV employees in 2020 with 2021 is difficult due to the integration of Borealis. The increase results mainly from the full consolidation of Borealis and from outsourcings in OMV Petrom's E&P division.

#### Comparison of total remuneration due and the financial performance

Yearly change	2021 to 2020		2020 to 2019
	in %	in EUR	in %
<b>Remuneration of the Executive Board members</b>			
<b>Alfred Stern</b> (since April 1, 2021), Chairman of the Executive Board & Executive Officer Chemicals & Materials	n/a	n/a	n/a
<b>Johann Pleininger</b> (since September 1, 2015), Deputy Chairman of the Executive Board & Executive Officer Exploration & Production	21 %	529,496	-22 %
<b>Reinhard Florey</b> (since July 1, 2016), Chief Financial Officer	21 %	478,898	-27 %
<b>Elena Skvortsova</b> (since June 15, 2020), Executive Officer Marketing & Trading	143 %	1,214,391	n/a
<b>Martijn van Koten</b> (since July 1, 2021), Executive Officer Refining	n/a	n/a	n/a
<b>Rainer Seele</b> (until September 1, 2021), Chairman of the Executive Board	15 %	717,289	-20 %
<b>Thomas Gangl</b> (until April 1, 2021), Chief Downstream Operations Officer	-45 %	-558,032	42 %
<b>Manfred Leitner</b> (until June 30, 2019), former Executive Board Member	70 %	287,636	-83 %
<b>Financial performance of the Company</b>			
Reported Net Income (after tax and net financial result) in EUR mn	90 %	1,326	-31 %
<b>Remuneration of employees</b>			
Average remuneration of OMV employees	31 %	16,197	0 %

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