

REMUNERATION POLICY
FOR THE SUPERVISORY BOARD OF
OMV AKTIENGESELLSCHAFT

Working practices and remuneration framework of the Supervisory Board

OMV Aktiengesellschaft (in the following “OMV”) runs a two-tier board system which differentiates between the Executive Board and the Supervisory Board with external/independent members. The Supervisory Board consists of members elected by the Annual General Meeting (“AGM”) and members delegated by OMV’s Group Works Council. Supervisory Board members elected by the AGM, including the Chairman/Chairwoman of the Supervisory Board, do not have any executive functions and are in general not involved in day-to-day operations or decisions regarding OMV’s operations. They will generally only receive remuneration for their roles on the Supervisory Board. The defined criteria ensuring Supervisory Board member independence are outlined in detail in the Corporate Governance Report.

The Supervisory Board fulfills its duties – in particular supervising the Executive Board and advising on strategy – by discussing the Company’s situation and objectives during board meetings. Decisions are also generally taken at these meetings, except in urgent cases where decisions can be taken by circular vote.

The Supervisory Board has set up committees to ensure that the best possible use is made of the Supervisory Board members’ expertise. Brief descriptions of these committees are given in the Corporate Governance Report. The remuneration of Supervisory Board members should reflect and value these tasks and responsibilities.

The Remuneration Committee prepares and regularly monitors the Remuneration Policy for Supervisory Board remuneration and submits a proposal to the Supervisory Board for approval. However, the remuneration of the Supervisory Board is ultimately determined by the AGM (section 98 Aktiengesetz (Austrian Stock Corporation Act)) and section 16 Articles of Association of OMV). The Remuneration Policy must be put to a vote at the AGM at least every four years, unless a new policy is proposed to the AGM in the meantime. The respective annual remuneration is determined by the AGM and presented in the Corporate Governance Report as well as from financial year 2021 on, in the annual Remuneration Report.

Remuneration Policy table – Supervisory Board remuneration at a glance

Compensation Element	Description & Operation
Fixed annual compensation	Annual remuneration in the form of cash for Supervisory Board activities. Depends on the role the respective Supervisory Board member assumes (e.g., higher remuneration for the Chairman/Chairwoman)
Additional fixed annual compensation for committee membership	Additional remuneration in cash to reflect additional responsibilities and tasks on Supervisory Board committees; also depends on the role the respective Supervisory Board member assumes on the committee (e.g., higher remuneration for the committee Chairman/Chairwoman)
Meeting fee	Additional fee in cash for participating in meetings of the Supervisory Board and the committees of the Supervisory Board

Supervisory Board remuneration in detail

In general, OMV aims for its Remuneration Policy to be competitive in the relevant labor markets. This applies not only to employees, but is also a core principle in determining the remuneration of the members of the Supervisory Board, whereby Austrian market practice in particular is taken into account. In order to attract and retain the most suitable Supervisory Board members, the remuneration is determined at a level that recognizes the time and effort required to fulfill their respective responsibilities. There are differences in the amounts of total remuneration of the Supervisory Board members depending on the roles and responsibilities they assume on the Supervisory Board as well as on committees.

The AGM resolves on the actual amounts of the compensation elements. It can do so on a yearly basis (e.g., for the previous financial year) or for several years (including in particular also future financial years).

Supervisory Board members delegated to the Supervisory Board by the Group Works Council do not receive remuneration with the exception of meeting fees.

In order to ensure neutral supervision of the Executive Board by the Supervisory Board, the members of the Supervisory Board are not granted variable remuneration or bonuses. The same is true for retirement plans and early retirement plans. Members of the Supervisory Board delegated by the Group Works Council may, however, receive such benefits in their capacity as employees of an OMV Group company.

If the term of office of a member of the Supervisory Board begins or ends during the financial year, the remuneration is granted pro rata.

The members of the Supervisory Board are entitled to reimbursement of their cash expenses as well as to reimbursements for withholding tax as applicable (i.e., for members of the Supervisory Board who are not residents of Austria and are therefore subject to limited tax liability in Austria).

OMV's D&O Insurance covers the legal liability of Supervisory Board members for financial losses resulting from misconduct while exercising their function.

Terms and termination of Supervisory Board mandates

Pursuant to section 9 of the Articles of Association of OMV, the members of the Supervisory Board are generally appointed by the AGM for the longest legally permissible period (i.e., until the end of the AGM which resolves on the granting of discharge for the fourth financial year following the election, which corresponds to approximately five years), whereby the AGM may also determine a shorter appointment period. The Supervisory Board considers a minimum appointment period of three years (especially for first-time appointments) to be reasonable due to the training requirements. Re-appointments are permissible. The AGM can also dismiss members of the Supervisory Board at any time prior to the end of the term for which they have been elected. Such dismissal triggers the payment of the pro-rated annual fixed remuneration up to the effective date of the dismissal. In order to ensure continuity in the Supervisory Board, the AGM ensures that the majority of appointments do not expire on the same date ("staggered board" principle).

**Voting result for the ordinary general meeting of
OMV AG
on 29th September 2020**

Agenda item 7:

Resolution on the Remuneration Policy for the Executive Board and the Supervisory Board.

Presence: 2.031 shareholders with 243.778.265 votes.

Number of shares voting valid: 243,482,290

Those correspond to this portion of the registered capital: 74.40 %

Total number of valid votes: 243,482,290

FOR-Votes 1.931 shareholders with 241,158,061 votes.

AGAINST-Votes 79 shareholders with 2,324,229 votes.

ABSTENTIONS 21 shareholders with 295,975 votes.