

REMUNERATION REPORT 2022
FOR THE EXECUTIVE BOARD OF
OMV AKTIENGESELLSCHAFT

The remuneration of the Executive Board at a glance

The financial year 2022 was characterized by the challenges posed by the war in Ukraine. OMV positioned itself clearly and declared on March 5, 2022 that OMV no longer pursues investments in Russia. OMV managed the multiple challenges in 2022 very well, which was also reflected in the financial results. The new transformation strategy was announced in March 2022 and aims at setting the course for a sustainable future.

Changes in Group Leadership

Elena Skvortsova, Executive Board member for the Marketing & Trading division, resigned as member of the OMV Executive Board with effect from October 31, 2022. Consequently, Martijn Arjen van Koten assumed responsibility for the Marketing & Trading division in addition to the management of the Refining division with effect from November 1, 2022. Since January 1, 2023, the Refining, as well as the Marketing & Trading activities are merged into the new Fuels & Feedstock division, managed by Martijn Arjen van Koten.

Johann Pleininger resigned from his position as Executive Officer Exploration & Production effective December 31, 2022. Consequently, Reinhard Florey, current OMV Chief Financial Officer, was responsible for the Energy segment on an interim basis. Effective January 1, 2023, he assumed this role additionally to his Chief Financial Officer function. As succeeding Executive Board member responsible for the Energy division, the OMV Supervisory Board has appointed Berislav Gaso as new Executive Board member effective from March 1, 2023.

Additionally, the OMV Supervisory Board has appointed Daniela Vlad as new Executive Board member responsible for the Chemicals & Materials division. She assumed the position with effect from February 1, 2023.

War in Ukraine

In light of the war in Ukraine, OMV has reevaluated its engagement in Russia. Although Russia has been one of the core regions in OMV's Exploration & Production portfolio, the Executive Board of OMV has taken the decision not to pursue any future investments.

OMV is aware of its responsibility to make the greatest possible contribution to security of gas supply and is working to identify and develop further sources. OMV will ensure compliance with all applicable sanction regulations and legal provisions at any moment.

Strategy 2030

The Executive Board and Supervisory Board have decided to transform OMV into a sustainable fuels, chemicals, and materials company with a strong focus on circular economy solutions. Based on this new strategy representing the most fundamental strategic shift in the company's history, OMV aims to become a net-zero emissions company by no later than 2050. The business segment Chemicals & Materials shall be the growth engine of the company. It shall be substantially strengthened, expanded, and diversified, with the aim to establish a globally leading position in circular economy solutions. The Refining & Marketing business shall become a leading European provider of sustainable fuels, feedstock, and mobility solutions. In line with the ambition to become a net-zero company, OMV aims to reduce its oil and gas production by around 20% by 2030 and to completely cease oil and gas production for energy use by 2050. At the same time the Energy business segment plans to invest in geothermal energy and carbon capture and storage (CCS) leveraging existing assets and capabilities and to contribute to a more sustainable society.

OMV achieved key successes in 2022. Among other things, OMV signed several Memorandums of Understanding for the supply of Sustainable Aviation Fuel (SAF) with various airlines and started two geothermal projects – a production test in Vienna Basin for possible heat generation as well as a measurement program in northern Germany for possible use in power generation.

Financial performance and amount of total remuneration in the financial year 2022

OMV again demonstrated its high earnings power in the financial year 2022, achieving strong Reported Net Income (after tax and net financial result) of EUR 5.2 billion in a highly volatile and uncertain business environment. After a significant weakening of the share price during the first half of 2022, OMV’s share price recovered considerably until the year end 2022.

The overall strong financial development is also reflected in the target achievements of the Annual Bonus at 143.2% and the LTIP at 107%.

Key changes to the Remuneration Policy

In 2022, the Supervisory Board of OMV revised the Remuneration Policy for the members of the Executive Board of OMV. The Remuneration Policy 2022 represents an adjustment of the Remuneration Policy 2020 valid until then. The Supervisory Board aimed at reducing complexity of the Remuneration Policy and at incorporating criteria related to the Strategy 2030. The Annual General Meeting 2022 approved the Remuneration Policy 2022 with a consent of 96.98% of the valid votes cast.

The key changes of the Remuneration Policy 2022 are summarized in the following:

Key changes to the Remuneration Policy

Key changes	Implementation
Simplification of Remuneration Policy	<ul style="list-style-type: none"> – Reduction of KPI complexity – Standardization of health & safety malus for Annual Bonus and LTIP – Application of clawback to all variable remuneration elements
Adaptation to new Strategy 2030	<ul style="list-style-type: none"> – Strategic alignment of KPIs in Annual Bonus and LTIP – Implementation of operational KPIs – Strengthening of ESG targets by giving them greater weight in Annual Bonus and LTIP
Limiting discretion	<ul style="list-style-type: none"> – Limitation of adjustments of financial targets to oil and gas prices and EUR/USD exchange rates – Health & Safety Malus of between 0.8 and 1.0 (previously a sustainability multiplier of between 0.8 and 1.2); in case of severe incidents can be reduced to zero

The main features of the amended Remuneration Policy 2022 can be summarized as follows:

Main features of the Remuneration Policy

Remuneration Policy table – Executive Board remuneration at a glance

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

Remuneration Policy table – Executive Board remuneration at a glance

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

In addition to the remuneration elements set out in the table above, OMV offers Executive Board members a D&O insurance (Directors' and Officers' insurance) as well as an indemnity against claims by third parties.

The Remuneration Report for the Executive Board for the financial year 2021 was approved by the Annual General Meeting 2022 of OMV with 98.4% of the votes of the share capital present. The Remuneration Report 2022 intends to continue the detailed disclosure and transparency of Executive Board remuneration in line with the mandatory legal provisions and expectations of our investors.

This Remuneration Report 2022 presents the concrete application of the Remuneration Policy for the Executive Board for the financial year 2022 and will be submitted for voting to the Annual General Meeting 2023.

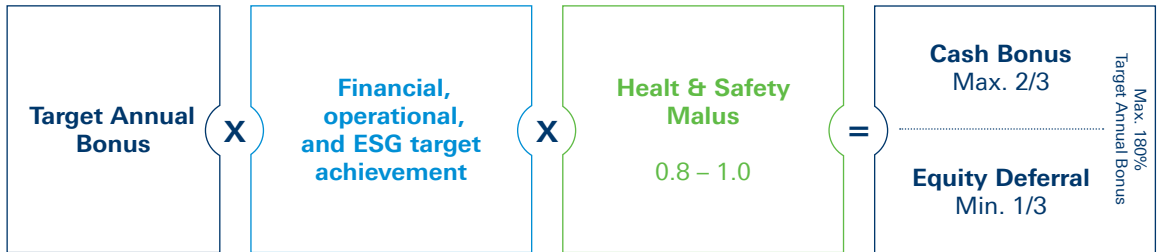
The following is a detailed description of the remuneration elements as applied in the financial year 2022.

[Details on the 2022 Annual Bonus \(including Equity Deferral 2022\)](#)

The Annual Bonus rewards financial performance, operational excellence, and strategy implementation as well as OMV's sustainable corporate development. At maximum, the payout may equate to 180% 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, 2023, 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 at 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, operational as well as ESG 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. Additionally, the Remuneration Committee applies a Health & Safety Malus to the overall performance based on a pre-defined set of criteria. 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 applicable to Annual Bonus	Maximum	180 %
	Target	100 %
	Threshold	50 %
	Below threshold	0 %

As pre-defined in the Remuneration Policy, the Remuneration Committee adjusted the threshold, target, and maximum levels of the financial targets of the Annual Bonus 2022 taking 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 threshold, target, and maximum levels ensures appropriate remuneration that adequately rewards both the Company's development and the Executive Board's performance, while at the same time avoiding high wind-fall profits or losses.

In the course of this adjustment, the Remuneration Committee in particular adjusted the threshold, target and maximum levels of the financial target "Free Cash Flow before dividends" for the higher cash need for budgeted gas storage, resulting from the higher gas prices compared to the budgeted level. Before this adjustment, target achievement of the KPI "Reported Net Income" as well as "Free Cash Flow before dividends" exceeded the maximum multiple times. The adjustments made by the Remuneration Committee to the target levels of the Annual Bonus still resulted in a maximum target achievement of 180% for these two KPIs.

The Health & Safety Malus in 2022 takes into account KPIs related to fatalities, the Total Recordable Incident Rate (TRIR) and process safety as well as severe incidents. The Health & Safety Malus was set to 0.9 against the background of one fatality and severe human rights incidents at a contract partner in Kallo, Belgium. In addition, the incident and following outage at the Schwechat refinery were considered.

The derivation of the actual overall target achievement is summarized in the following performance scorecard for the 2022 Annual Bonus:

Performance scorecard – 2022 Annual Bonus (Cash Bonus and Equity Deferral)

Performance criteria, in EUR mn (unless otherwise stated)	Threshold (0% or 50% target achievement)	Target (100% target achievement)	Maximum (180% target achievement)	Actual	Weighting	Target achievement
Reported Net Income (after tax and net financial result), adjusted for predefined effects	5,195	5,525	5,855	6,022	40 %	180 %
Free Cash Flow before dividends, adjusted for predefined effects	3,234	3,894	4,554	4,842	30 %	180 %
Operational Scorecard						
– E&P production incl. at equity contribution in 2022 in kboe/d	456	470	484	474	5 %	122 %
– Refinery utilization rate Europe in %	85.4 %	88.4 %	91.4 %	73.0 %	5 %	0 %
– Polyolefin sales volumes excl. JV in kt	3,785	4,205	4,626	3,535	5 %	0 %
Net absolute GHG Scope 1 & 2 emissions reduction	15 %	17 %	19 %	29 %	15 %	180 %
Overall target achievement before Health & Safety Malus						159.1 %
Health & Safety Malus	In general, between 0.8 and 1.0 at discretion of the OMV Remuneration Committee, can be reduced to zero in case of severe incidents.					0.9
Actual target achievement						143.2 %

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 2022 by the average closing price of OMV shares on the Vienna Stock Exchange over the three-month period from November 1, 2022, to January 31, 2023.

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 is effectuated.

Long-Term Incentive

The Long-Term Incentive awarded in the financial year 2022 as well as the Long-Term Incentive due in the financial year 2022 (awarded in 2020) are shown below. Both Long-Term Incentive Plans follow the same system.

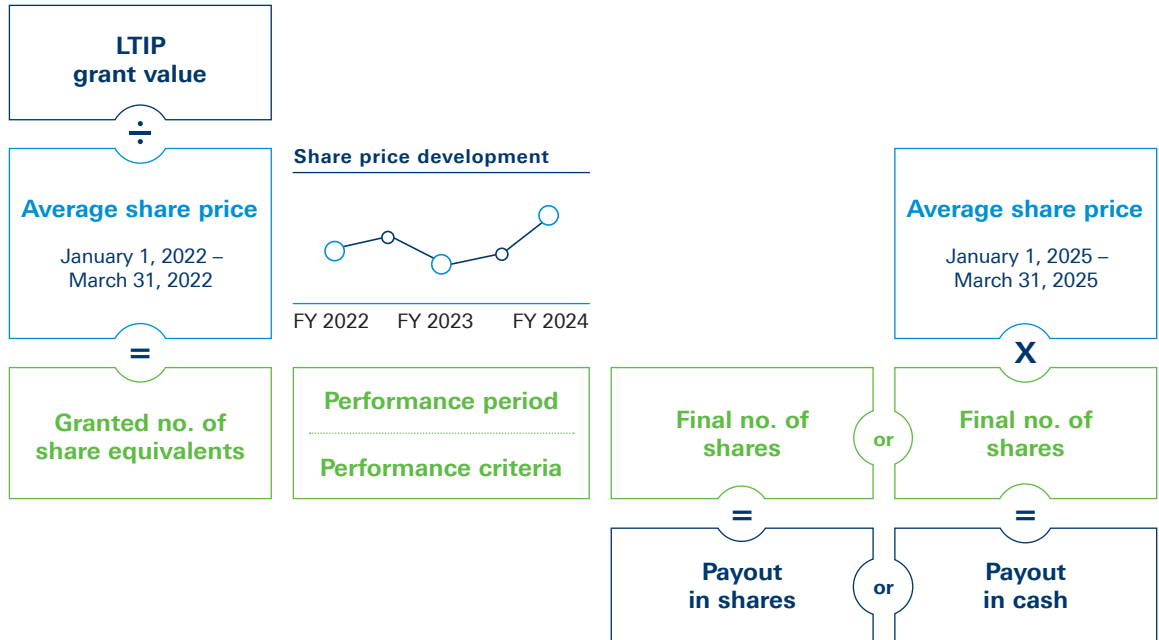
Long-Term Incentive Plan 2022 (awarded in the financial year 2022)

The Long-Term Incentive Plan 2022 (LTIP 2022, 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 2022 was awarded in accordance with the Long-Term Incentive Plan described in the Remuneration 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
Clean Current Cost of Supply (CCS), return on average capital employed (ROACE), calculated as Net Operating Profit after tax, adjusted for the aftertax effect of special items and CCS, divided by the average capital employed	CCS ROACE is a very important profitability KPI that also enables comparisons of OMV's results to the Oil and Gas industry as a whole	40 %
Relative Total Shareholder Return (TSR)	Assessment of relative value creation for shareholders. Common KPI allows for direct comparisons with other Oil and Gas as well as chemical companies.	30 %
ESG targets	A catalogue of ESG criteria highlights OMV's focus on sustainable development as outlined in its Strategy 2030 and reflects the implementation of shareholder feedback. Each year, the Remuneration Committee selects specific targets and their weighting for the LTIP tranche. GHG emissions reduction will always constitute a target in the LTIP.	30 %
Health & Safety Malus	Based on predefined criteria (e.g., fatalities, TRIR, process safety – also in comparison to industry benchmarks), a Health & Safety Malus between 0.8 and 1.0 is applied to the overall target achievement. In case of severe incidents, the Remuneration Committee may reduce the payout to zero. This malus considers OMV's commitment to health and workplace safety.	

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

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

For the LTIP 2022, the Supervisory Board decided to implement two ESG targets: Net carbon intensity of OMV’s energy supply (weighted with 20%) and diversity at OMV Group (weighted with 10%). The first target aims at the reduction of carbon intensity of energy supply in gCO₂e/MJ compared to 2019 in 2024 taking into account the life cycle GHG emissions of fully consolidated third-party sales of energy products. The second target aims at the increase in the share of women at management level in OMV Group by the end of 2024.

The specific threshold, target and maximum values for the financial and ESG targets as well as the resulting target achievement are published in the Remuneration Report for the last year of the performance period.

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 below:

Level of vesting

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

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

The payout is made after the end of the three-year performance period after March 31, 2025, subject to approval by the Supervisory Board.

Long-Term Incentive Plan 2020 (due in the financial year 2022)

The performance period for the LTIP 2020 ended in the financial year 2022. The LTIP 2020 was approved by the 2020 Annual General Meeting and follows the same basic scheme as the LTIP 2022. The plans differ in the performance criteria and their weighting as well as by the HSSE malus.

The overall target achievement percentage for the LTIP 2020 is 107%; a HSSE malus of 0.95 was applied, mainly reflecting a weaker performance than peers at key selected HSSE KPIs.

The derivation of the actual overall target achievement is summarized in the performance scorecard for the LTIP 2020 shown below:

Performance Scorecard – LTIP 2020

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)	below 1st quartile (≤25th percentile)	35%	0%
Free cash flow before dividends and excl. di- vestments and acqui- sitions 3-year average in EUR mn	1,560	1,955	2,350	2,599	50%	200%
Diversity: Increase in the proportion of women at management level	21.5%	22.5%	23.5%	23.7%	5%	200%
Reduction of OMV Group average Carbon Intensity scope 1	32%	34%	38%	32.1%	5%	53%
Reduction of OMV Group Carbon Intensity scope 3	58%	59%	60%	52%	5%	0%
Overall target achievement before HSSE malus						112.6%
HSSE malus						0.95
Actual target achievement						107%

The payout was made after the end of the three-year performance period (January 1, 2020, to December 31, 2022) after March 31, 2023, 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, 2023.

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 are building up the shareholding with payouts from the Equity Deferral and the Long-Term Incentive.

Shareholding requirement and fulfillment as of December 31, 2022

	Shareholding requirement		Fulfillment	
	in shares	in % of base salary	in shares (in an OMV trustee account)	% of the requirement
Alfred Stern	50,536	200	17,158	33.95
Johann Pleininger ¹	47,369	150	58,227	122.92
Reinhard Florey	43,897	150	46,068	104.95
Martijn van Koten	22,014	150	1,084	4.92

¹ 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 deduc-

tion) 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.

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 at 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

LTIP tranches	Payout	Alfred Stern (since April 1, 2021), Chairman of the Executive Board & Executive Officer Chemicals & Materials		
		Value	No. of shares	Recorded expense or payout
LTIP tranche 2022 – 2024	March 31, 2025	1,150,000	23,213	344,852
LTIP tranche 2021 – 2023	March 31, 2024	591,668	15,101	724,733
LTIP tranche 2020 – 2022 in EUR	March 31, 2023	–	–	–
	No. of shares			–

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2022	March 31, 2026	773,280	16,170	683,344
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

		Reinhard Florey (since July 1, 2016), Chief Financial Officer		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2022 – 2024	March 31, 2025	387,500	7,821	116,177
LTIP tranche 2021 – 2023	March 31, 2024	387,500	9,890	474,641
LTIP tranche 2020 – 2022	in EUR March 31, 2023	387,500	9,880	476,224
	No. of shares			10,571

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2022	March 31, 2026	641,178	13,408	566,622
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

		Martijn van Koten (since July 1, 2021), Executive Officer Refining		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2022 – 2024	March 31, 2025	355,000	7,165	106,432
LTIP tranche 2021 – 2023	March 31, 2024	177,500	4,530	217,388
LTIP tranche 2020 – 2022	in EUR March 31, 2023	–	–	–
	No. of shares			–

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2022	March 31, 2026	350,840	7,336	310,019
2021	March 31, 2025	124,583	2,410	104,570
2020	March 31, 2024	–	–	–
2019	March 31, 2023	–	–	–
2018	March 31, 2022	–	–	–

		Johann Pleininger (until December 31, 2022), Deputy Chairman of the Executive Board & Executive Officer Exploration & Production		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2022 – 2024	March 31, 2025	500,000	10,092	149,919
LTIP tranche 2021 – 2023	March 31, 2024	500,000	12,761	612,427
LTIP tranche 2020 – 2022	in EUR March 31, 2023	500,000	12,748	614,482
	No. of shares			13,640

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2022	March 31, 2026	730,320	15,272	645,395
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

Current LTIP tranches and Equity Deferrals

In EUR

		Elena Skvortsova (until October 31, 2022), Executive Officer Marketing & Trading		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2022 – 2024	March 31, 2025	355,000	7,165	106,432
LTIP tranche 2021 – 2023	March 31, 2024	355,000	9,060	434,808
LTIP tranche 2020 – 2022	in EUR March 31, 2023	192,292	4,902	236,287
	No. of shares			5,245

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2022	March 31, 2026	350,840	7,336	310,019
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	–	–	–

		Rainer Seele (until September 1, 2021), former Chairman of the Executive Board		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2022 – 2024	March 31, 2025	750,000	15,139	224,902
LTIP tranche 2021 – 2023	March 31, 2024	1,500,000	38,284	1,837,344
LTIP tranche 2020 – 2022	in EUR March 31, 2023	1,500,000	38,245	1,843,536
	No. of shares			40,922

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2022	March 31, 2026	358,000	7,486	316,358
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

		Thomas Gangl (until April 1, 2021), former Chief Downstream Operations Officer		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2022 – 2024	March 31, 2025	–	–	–
LTIP tranche 2021 – 2023	March 31, 2024	88,750	2,265	108,694
LTIP tranche 2020 – 2022	in EUR March 31, 2023	355,000	9,051	436,264
	No. of shares			9,684

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2022	March 31, 2026	–	–	–
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

		Manfred Leitner (until June 30, 2019), former Chief Downstream Operations Officer		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2022 – 2024	March 31, 2025	–	–	–
LTIP tranche 2021 – 2023	March 31, 2024	–	–	–
LTIP tranche 2020 – 2022	in EUR March 31, 2023	–	–	–
	No. of shares			–

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2022	March 31, 2026	–	–	–
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 2022

Executive Board salaries are not subject to automatic adjustment in line with consumer price trends but instead are reviewed regularly 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: BASF, BP, Covestro, ENI, Equinor, Evonik, Galp Energia, LyondellBasell, Neste, Repsol, Shell, Solvay, TotalEnergies, Yara International. Based on the results of the benchmark as well as taking into consideration the tasks and responsibilities of the Executive Board members, remuneration levels were not adjusted. In 2022 two changes in OMV's Executive Board took place. Johann Pleininger left the Executive Board effective December 31, 2022, while his contract will continue until April 30, 2023. Further,

Elena Skvortsova left the Executive Board effective October 31, 2022, while her contract will continue until June 14, 2023.

Furthermore, Rainer Seele left OMV's Executive Board effective August 21, 2021. His contract ended June 30, 2022. Thus, a pro-rated remuneration for the fiscal year 2022 is shown for Rainer Seele.

In 2022, 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 (contractually agreed based on 100% target achievement) 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 (contractually agreed at 100% target achievement) for the Cash Bonus component

of the Annual Bonus of EUR 810,000 in the financial year 2022. After applying the actual overall target achievement for the Annual Bonus, the Cash Bonus due for the financial year 2022 amounts to EUR 1,159,920 and is paid out at the beginning of 2023.

The LTIP, on the other hand, relates to different tranches of remuneration awarded and due within one year because of the three-year performance period. For instance, Reinhard Florey was awarded remuneration from the 2022-2024 LTIP tranche in the amount of EUR 387,500 for the financial year 2022, while an amount of EUR 476,224 is due as the payout from the 2020-2022 LTIP tranche.

The variable elements account for between 57% and 68% of the remuneration awarded (contractually

agreed based on 100% target achievement) to the members of the Executive Board for the financial year 2022.

The variable elements comprise between 58% and 81% of the remuneration due to the members of the Executive Board for the financial year 2022. Between 31% and 75% of variable remuneration due are based on long-term performance, either through the LTIP or the portion of the Annual Bonus vested in shares (Equity Deferral), without considering former Executive Board members who only received long-term variable remuneration.

For the financial year 2022, 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 Officer Chemicals & Materials			
		2022		2021	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	990,000		685,450	
	Functional allowance	-		-	
	One-off payment	-		-	
	Benefits in kind <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	9,994		7,309	
	Pension fund contributions	247,500		179,464	
Performance related, variable remuneration	Annual bonus				
	Cash Bonus	810,000	1,159,920	578,333	588,165
	Equity Deferral	540,000	683,344	334,167	285,289
	Long-Term Incentive Plan				
	LTIP tranche 2022 – 2024	1,150,000	-	-	-
	LTIP tranche 2020 – 2022 <i>Award</i>	-	-	-	-
	LTIP tranche 2021 – 2023	-	-	591,668	-
	LTIP tranche 2019 – 2021 <i>Award</i>	-	-	-	-
Total remuneration	3,747,494	3,090,758	2,376,391	1,745,677	
Fixed remuneration as % of total remuneration	33%	40%	37%	50%	
Variable remuneration as % of total remuneration	67%	60%	63%	50%	

Executive Board remuneration

In EUR

		Reinhard Florey (since July 1, 2016), Chief Financial Officer			
		2022		2021	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	810,250		755,125	
	Functional allowance	-		-	
	One-off payment	-		-	
	Benefits in kind ¹ (company car, car allowance, accident, insurance and reimbursed expenses)	48,955		46,801	
	Pension fund contributions	202,563		188,781	
Performance related, variable remuneration	Annual bonus				
	Cash Bonus	675,000	966,600	675,000	686,475
	Equity Deferral	447,750	566,622	392,625	335,188
	Long-Term Incentive Plan				
	LTIP tranche 2022 – 2024	387,500	-	-	-
	LTIP tranche 2020 – 2022 Award	-	476,224 387,500	-	-
	LTIP tranche 2021 – 2023	-	-	387,500	-
	LTIP tranche 2019 – 2021 Award	-	-	-	697,028 387,500
	Total remuneration	2,572,018	3,071,213	2,445,832	2,709,398
	Fixed remuneration as % of total remuneration	41%	35%	41%	37%
Variable remuneration as % of total remuneration	59%	65%	59%	63%	

¹ For Reinhard Florey including schooling costs and related taxes.

		Martijn van Koten (since July 1, 2021), Executive Officer Refining			
		2022		2021	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	575,000		287,837	
	Functional allowance	-		-	
	One-off payment	-		-	
	Benefits in kind (company car, car allowance, accident, insurance and reimbursed expenses)	28,989		14,429	
	Pension fund contributions	143,750		71,875	
Performance related, variable remuneration	Annual bonus				
	Cash Bonus	490,000	701,680	245,000	249,165
	Equity Deferral	245,000	310,019	122,500	104,570
	Long-Term Incentive Plan				
	LTIP tranche 2022 – 2024	355,000	-	-	-
	LTIP tranche 2020 – 2022 Award	-	-	-	-
	LTIP tranche 2021 – 2023	-	-	177,500	-
	LTIP tranche 2019 – 2021 Award	-	-	-	-
	Total remuneration	1,837,739	1,759,439	919,141	727,876
	Fixed remuneration as % of total remuneration	41%	42%	41%	51%
Variable remuneration as % of total remuneration	59%	58%	59%	49%	

Executive Board remuneration

In EUR

		Johann Pleininger (until December 31, 2022), Deputy Chairman of the Executive Board & Executive Officer Exploration & Trading			
		2022		2021	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	750,000		750,000	
	Functional allowance	–		–	
	One-off payment	–		–	
	Benefits in kind <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	12,459		12,459	
	Pension fund contributions	187,500		187,500	
Performance related, variable remuneration	Annual bonus				
	Cash Bonus	700,000	1,002,400	700,000	711,900
	Equity Deferral	510,000	645,395	510,000	435,462
	Long-Term Incentive Plan				
	LTIP tranche 2022 – 2024	500,000	–	–	–
	LTIP tranche 2020 – 2022 <i>Award</i>	–	614,482 500,000	–	–
	LTIP tranche 2021 – 2023	–	–	500,000	–
	LTIP tranche 2019 – 2021 <i>Award</i>	–	–	–	899,399 500,000
Total remuneration	2,659,959	3,212,236	2,659,959	2,996,720	
Fixed remuneration as % of total remuneration	36%	30%	36%	32%	
Variable remuneration as % of total remuneration	64%	70%	64%	68%	

		Elena Skvortsova (until October 31, 2022), Executive Officer Marketing & Trading			
		2022		2021	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	575,000		575,000	
	Functional allowance	–		–	
	One-off payment¹	–		535,088	
	Benefits in kind² <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	88,599		102,049	
	Pension fund contributions	143,750		143,750	
Performance related, variable remuneration	Annual bonus				
	Cash Bonus	490,000	701,680	490,000	498,330
	Equity Deferral	245,000	310,019	245,000	209,183
	Long-Term Incentive Plan				
	LTIP tranche 2022 – 2024	355,000	–	–	–
	LTIP tranche 2020 – 2022 <i>Award</i>	–	236,287 192,292	–	–
	LTIP tranche 2021 – 2023	–	–	355,000	–
LTIP tranche 2019 – 2021 <i>Award</i>	–	–	–	–	
Total remuneration	1,897,349	2,055,336	2,445,887	2,063,400	
Fixed remuneration as % of total remuneration	43%	39%	55%	66%	
Variable remuneration as % of total remuneration	57%	61%	45%	34%	

¹ 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 in financial year 2021.

² For Elena Skvortsova including relocation, rental and storage costs and related taxes.

Executive Board remuneration

In EUR

		Rainer Seele (until September 1, 2021), former Chairman of the Executive Board			
		2022		2021	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	549,356		1,100,000	
	Functional allowance	-		-	
	One-off payment	-		-	
	Benefits in kind <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	6,321		12,758	
	Pension fund contributions	137,500		275,000	
Performance related, variable remuneration	Annual bonus				
	Cash Bonus	500,000	716,000	1,000,000	1,017,000
	Equity Deferral	250,000	316,358	500,000	426,914
	Long-Term Incentive Plan				
	LTIP tranche 2022 – 2024	750,000	-	-	-
	LTIP tranche 2020 – 2022 <i>Award</i>	-	1,843,536 1,500,000	-	-
	LTIP tranche 2021 – 2023	-	-	1,500,000	-
	LTIP tranche 2019 – 2021 <i>Award</i>	-	-	-	2,698,345 1,500,000
	Total remuneration	2,193,177	3,569,071	4,387,758	5,530,017
	Fixed remuneration as % of total remuneration	32%	19%	32%	25%
Variable remuneration as % of total remuneration	68%	81%	68%	75%	

		Thomas Gangl (until April 1, 2021), former Chief Downstream Operations Officer			
		2022		2021	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	-		143,471	
	Functional allowance	-		-	
	One-off payment	-		-	
	Benefits in kind <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	-		3,070	
	Pension fund contributions	-		30,804	
Performance related, variable remuneration	Annual bonus¹				
	Cash Bonus	-	-	122,500	122,500
	Equity Deferral	-	-	61,250	51,417
	Long-Term Incentive Plan				
	LTIP tranche 2022 – 2024	-	-	-	-
	LTIP tranche 2020 – 2022 <i>Award</i>	-	436,264 355,000	-	-
	LTIP tranche 2021 – 2023	-	-	88,750	-
	LTIP tranche 2019 – 2021 ² <i>Award</i>	-	-	-	319,285 177,500
Total remuneration	-	436,264	449,845	670,547	
Fixed remuneration as % of total remuneration	-	0%	39%	26%	
Variable remuneration as % of total remuneration	-	100%	61%	74%	

¹ Thomas Gangl's target achievement for the Annual Bonus 2021 was contractually fixed at 100%.

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

A presentation of the total remuneration of the Executive Board based on the actual payouts in the financial year 2022 is included in the Note 35 to the Annual Report. Consequently, the payout of the Cash Bonus 2021 and the payout of the LTIP 2019 are shown there for 2022.

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 to the Company. 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 2022.

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 it with the development 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 Alfred Stern reflects his appointment during the year 2021.

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 85% is reflected in the increase in total remuneration due to Executive Board members serving for the full fiscal year in 2021 and 2022, 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 adjustments for the 2022 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 increase in the average remuneration of OMV employees in 2022 compared to 2021 results mainly from collective bargaining agreements, inflation bonuses paid to OMV employees and the personnel expenses related to the refinery turnaround.

Comparison of total remuneration due and the financial performance

Yearly change	2022 to 2021		2021 to 2020	2020 to 2019
	in %	in EUR	in %	in %
Remuneration of the Executive Board members				
Alfred Stern (since April 1, 2021), Chairman of the Executive Board & Executive Officer Chemicals & Materials	77%	1,345,081	n/a	n/a
Reinhard Florey (since July 1, 2016), Chief Financial Officer	13%	361,815	21%	-27%
Martijn van Koten (since July 1, 2021), Executive Officer Refining	142%	1,031,562	n/a	n/a
Johann Pleininger (until December 31, 2022), Deputy Chairman of the Executive Board & Executive Officer Exploration & Production	7%	215,516	21%	-22%
Elena Skvortsova (until October 31, 2022), Executive Officer Marketing & Trading	0%	-8,064	143%	n/a
Rainer Seele (until September 1, 2021), former Chairman of the Executive Board	-35%	-1,960,946	15%	-20%
Thomas Gangl (until April 1, 2021), former Chief Downstream Operations Officer	-35%	-234,282	-45%	42%
Manfred Leitner (until June 30, 2019), former Chief Downstream Operations Officer	n/a	n/a	70%	-83%
Financial performance of the Company				
Reported Net Income (after tax and net financial result) in EUR mn	85%	2,371	90%	-31%
Remuneration of employees				
Average remuneration of OMV employees	10%	6,765	31% ¹	0%

¹ 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.

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