

2023 REMUNERATION REPORT
FOR THE EXECUTIVE BOARD
AND SUPERVISORY BOARD OF
OMV AKTIENGESELLSCHAFT

The Remuneration Report for the Executive Board and the Remuneration Report for the Supervisory Board for the 2022 financial year were submitted to the Annual General Meeting on May 31, 2023 in accordance with Section 78d (1) Stock Corporation Law (AktG) and adopted with a majority of 86.3% of the valid votes cast.

This 2023 Remuneration Report presents the specific application of the Remuneration Policy for the Executive Board and the Supervisory Board for the 2023 financial year and is submitted to the 2024 Annual General Meeting for a vote.

In line with market practice, the remuneration for the Executive Board and Supervisory Board for the 2023 financial year will be reported for the first time in a joint Remuneration Report this year.

This 2023 Remuneration Report was prepared by the Executive Board and the Supervisory Board in accordance with Section 78c in conjunction with Section 98a Stock Corporation Law (AktG) and presents the specific application of the Remuneration Policy for the Executive Board and the Remuneration Policy for the Supervisory Board for the 2023 financial year. The 2023 Remuneration Report is submitted to the 2024 Annual General Meeting for voting.

The feedback from OMV's investors was taken as an opportunity to further promote detailed disclosure and transparency of Executive Board and Supervisory Board remuneration in the 2023 Remuneration Report, which is in line with legal requirements and the expectations of the investors. As a result, the former members of the Executive Board and the underlying contractual conditions are outlined in greater detail.

The 2023 financial year at a glance

In view of the war in Ukraine, OMV decided in the 2023 financial year not to pursue any further investments in Russia. As OMV is aware of its responsibility to make the greatest possible contribution to the reliable supply of gas, OMV was able to open up additional sources of supply with new long-term gas supply contracts (for example with Equinor) and thus, to achieve greater diversification of gas procurement sources. In addition, OMV was able to achieve important strategic successes as part of its transformation strategy in order to set the course for a sustainable future.

Strategy 2030

OMV continues on its path to becoming a company for sustainable fuel, chemicals, and materials with a strong focus on circular economy solutions. This is probably the most fundamental strategic shift in the company's history. One of the main reasons for this is that OMV aims to become a net-zero emissions company by 2050 at the latest. To achieve this goal, OMV will reduce oil and gas production by around 20% by 2030 and completely cease oil and gas production for energy use by 2050. At the same time OMV will use its deposits and expertise to expand the activities in the areas of geothermal energy and Carbon Capture and Storage (CCS).

Chemicals & Materials will be a key driver of the transformation. OMV will significantly expand and diversify its business and aims to become a global leader in solutions for the circular economy. In the Fuels & Feedstock division, OMV will develop into a leading European supplier of sustainable fuels, chemicals, and mobility solutions. The Energy division will invest in geothermal energy and CCS, leveraging existing assets and capabilities, and contributing to a more sustainable society.

Strategic milestones in the 2023 financial year

In the 2023 financial year, OMV achieved strategically important successes in the transformation. For example, the establishment of the “deep” joint venture with its long-standing partner Wien Energie represents an important milestone in the expansion of climate-neutral energy supply. The aim is to harness deep geothermal energy in the greater Vienna area and thus generate climate-neutral district heating for the equivalent of up to 200,000 households.

OMV, as a leading company in the field of energy and mobility, is building a nationwide network of e-charging stations under the eMotion brand. This market launch is one of the further milestones on the way to becoming a net-zero company by 2050 and thus contributing to the success of the energy transition.

Furthermore, OMV signed an exclusive cooperation agreement in October 2023 for the worldwide commercial licensing of OMV's proprietary ReOil® technology, which is a chemical recycling innovation, and in the course of this, founded a joint venture for the construction and operation of Europe's largest sorting plant for chemical recycling.

Financial performance and amount of total remuneration in the 2023 financial year

In the 2023 financial year, OMV achieved a Reported Net Income (after tax and financial result) of EUR 1.9 bn in a highly volatile and uncertain business environment. After the very successful year 2022, OMV again demonstrated its high earnings power in the 2023 financial year and achieved a Clean CCS Operating Result of approximately EUR 6 bn, representing the second highest operating result in its history.

The strong performance of OMV is also reflected in the target achievements of the Annual Bonus at 146.4% and the LTIP at 116.7%.

Remuneration of the Executive Board

Changes in the Executive Board

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.

Daniela Vlad has been an Executive Board member since February 1, 2023. In this position, she has taken over as the new Executive Board member responsible for the Chemicals & Materials division in order to further strengthen, expand, and diversify the chemicals business.

Berislav Gaso, who was appointed as a new member of the Executive Board by the Supervisory Board of OMV took over responsibility for the Energy division with effect from March 1, 2023, from Reinhard Florey, who was interim head of this division in addition to his role as Chief Financial Officer. In his position, Berislav Gaso plays an active role in the transformation of OMV in the Strategy 2030.

Main features of the Remuneration Policy of the Executive Board

OMV's Supervisory Board revised the Remuneration Policy for the members of OMV's Executive Board for the last time in 2022. In accordance with Section 78b (1) AktG, the 2022 Remuneration Policy was adopted by the Annual General Meeting 2022 with 96.98% of the valid votes cast.

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

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 EUR in the Executive Board service 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 Executive Board service 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 GHG 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.

Remuneration of the Executive Board in the 2023 financial year

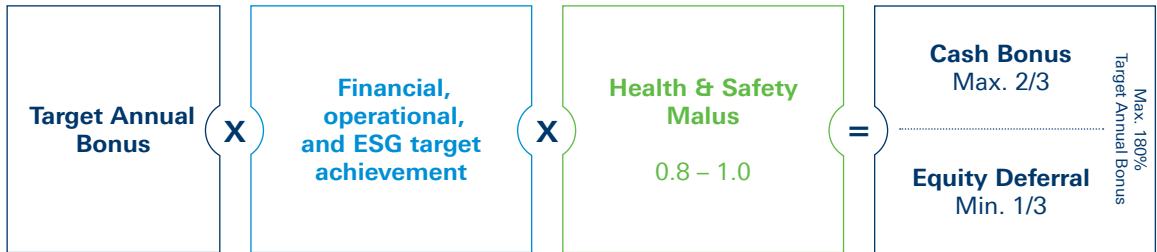
A detailed description of how the remuneration elements of the Executive Board were applied in the 2023 financial year is provided below.

Details on the 2023 Annual Bonus (including Equity Deferral 2023)

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 as 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, 2024, 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 predefined 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 defined in the Remuneration Policy, the Remuneration Committee adjusted the threshold, target, and maximum levels of the financial targets of the Annual Bonus 2023 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 a 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.

In the course of this adjustment, the Remuneration Committee adjusted the threshold, target, and maximum levels of the financial targets for Net Income and Free Cash Flow before dividends. Before this adjustment, target achievement of the KPI Net Income already exceeded the maximum. The adjustments made to the target levels of the Annual Bonus resulted also for the Free Cash Flow in a maximum target achievement of 180%.

The Health & Safety Malus in 2023 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 in response to a fatality.

The derivation of the actual overall target achievement is summarized in the following performance scorecard for the 2023 Annual Bonus:

Performance scorecard – 2023 Annual Bonus (Cash Bonus and Equity Deferral)

Performance criteria, in EUR mn (unless otherwise specified)	Threshold (0% or 50% target achievement)	Target (100% target achievement)	Maximum (180% target achievement)	Actual Value	Weighting	Target achievement
Net Income (after taxes and financial result), adjusted for pre-defined effects ¹	1,284	1,724	2,164	3,342	40%	180%
Free Cash Flow (before dividends), adjusted for pre-defined effects	214	1,004	1,794	2,184	30%	180%
Transformation targets	For 2023, the criteria include transformation targets of the three major divisions Chemicals & Materials (C&M), Fuels & Feedstock (F&F), and Energy as well as one for M&A projects. They measure operational excellence, the success of the transformation, and the integration of one major acquisition.					
– CM					4%	0%
– F&F					4%	62.5%
– Energy					4%	180%
– M&A projects					3%	0%
Absolute net GHG emission reduction according to Scope 1 & 2	24%	26%	28%	29.5%	15%	180%
Overall target achievement before application of the Health & Safety Malus						162.7%
Health & Safety Malus	Generally between 0.8 and 1.0 at the discretion of the OMV Remuneration Committee, can be reduced to zero in the event of serious incidents.					0.9
Actual total target achievement						146.4%

¹ The Net Income reported in the Annual Report was adjusted for effects predefined by the Remuneration Committee at the time of grant such as unrealized valuation of hedges or solidarity contribution.

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 2023 by the average closing price of OMV shares on the Vienna Stock Exchange over the three-month period from November 1, 2023, to January 31, 2024.

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.

Details on the Long-Term Incentive

The Long-Term Incentive awarded in the 2023 financial year as well as the Long-Term Incentive due in the 2023 financial year (awarded in 2021) are shown below. Both Long-Term Incentive Plans follow the same system.

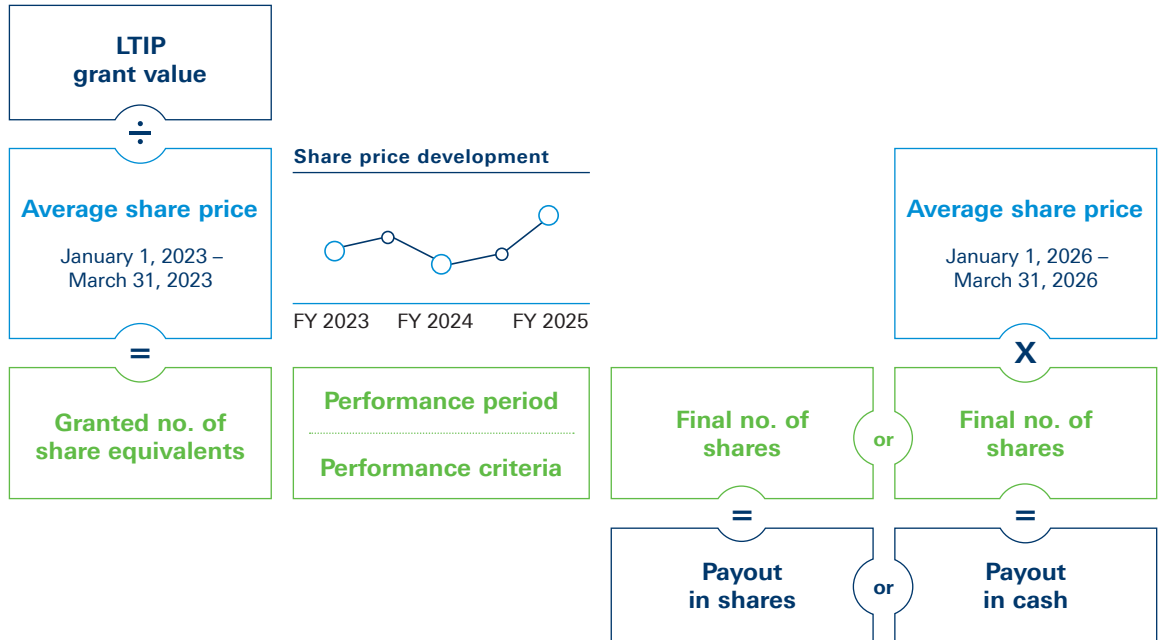
Long-Term Incentive Plan 2023 (awarded in the 2023 financial year)

The Long-Term Incentive Plan 2023 (LTIP 2023, 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 2023 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	
	Natural Resources Management	Energy Transition 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	
		Ethical Business Practice	Economic Impacts and Business Principles Supply Chain

For the LTIP 2023, the Supervisory Board decided to implement two ESG targets: Net CO₂ 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 2025 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 the Executive level in OMV Group by the end of 2025.

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 criterion, such as fatalities, TRIR, and process safety. The Remuneration Committee may re-examine the level of the LTIP payout and, depending on the severity of the respective incident, may even reduce it to zero at their discretion.

The payout is made after the end of the three-year performance period after March 31, 2026, subject to approval by the Supervisory Board.

Long-Term Incentive Plan 2021 (due in the 2023 financial year)

The performance period for the LTIP 2021 ended in the 2023 financial year. The LTIP 2021 was approved by the 2021 Annual General Meeting and follows the same basic scheme as the LTIP 2023. The plans differ in the performance criteria and their weighting as well as by the HSSE malus (Health, Safety, Security, and Environment).

The overall target achievement percentage for the LTIP 2021 is 116.7%; a HSSE malus of 0.9 was applied, 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 2021 illustrated below:

Performance Scorecard – LTIP 2021

Performance criteria	Threshold (0% or 50% target achievement)	Target (100% target achievement)	Maximum (200% target achievement)	Actual Value	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%	63%
Free Cash Flow before dividends und excl. divestments and acq- uisitions (3-year average in EUR mn)	940	1,170	1,400	3,672	45%	200%
Diversity: Increase in the proportion of women at Executive level	22.5%	23.5%	24.5%	24.4%	5%	190%
Reduction of the net CO ₂ intensity of OMV's energy products	4%	5%	6%	0.04%	10%	0%
Set-up of a GHG inventory Scope 1-3	Scope 1,2,3 GHG inventory in place by end 2021 and successful 3rd party audit by end 2022 (ON/OFF)			achieved	2%	100%
Increase in the share of electricity from renew- able energies in Borealis	22%	25%	28%	28.1%	3%	200%
Overall target achievement before HSSE malus						129.7%
HSSE malus						0.9
Actual target achievement						116.7%

The payout was made after the end of the three-year performance period (January 1, 2021, to December 31, 2023) after March 31, 2024, 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, 2024.

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, 2023

	Shareholding requirement		Fulfillment	
	in shares	in % of base salary	in shares (in an OMV trustee account)	% of the requirement
Alfred Stern	50,536	200	24,434	48.35
Reinhard Florey	43,897	150	49,930	113.74
Berislav Gaso	20,103	150	0	0.00
Martijn van Koten	22,014	150	4,385	19.92
Daniela Vlad	19,146	150	0	0.00

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 number of OMV shares and hold these shares until their 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.

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.

The share-based remuneration of the active members of the Executive Board in the 2023 financial year is comprised as follows:

Current LTIP tranches and Equity Deferrals

In EUR

		Alfred Stern (appointment since April 1, 2021), Chairman of the Executive Board		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2023 – 2025	March 31, 2026	1,150,000	25,527	147,258
LTIP tranche 2022 – 2024	March 31, 2025	1,150,000	23,213	543,824
LTIP tranche 2021 – 2023	in EUR March 31, 2024	591,668	15,101	711,400
	No. of shares			17,622

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2023	March 31, 2027	790,560	19,878	871,849
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	–	–	–

Current LTIP tranches and Equity Deferrals

In EUR

		Reinhard Florey (appointment since July 1, 2016), Chief Financial Officer		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2023 – 2025	March 31, 2026	387,500	8,601	49,614
LTIP tranche 2022 – 2024	March 31, 2025	387,500	7,821	183,229
LTIP tranche 2021 – 2023	in EUR March 31, 2024	387,500	9,890	465,910
	No. of shares			11,541

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2023	March 31, 2027	655,506	16,482	722,901
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

		Berislav Gaso (appointment since March 1, 2023), Executive Vice President Energy		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2023 – 2025	March 31, 2026	310,625	6,895	39,763
LTIP tranche 2022 – 2024	March 31, 2025	–	–	–
LTIP tranche 2021 – 2023	in EUR March 31, 2024	–	–	–
	No. of shares			–

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2023	March 31, 2027	313,845	7,891	346,099
2022	March 31, 2026	–	–	–
2021	March 31, 2025	–	–	–
2020	March 31, 2024	–	–	–
2019	March 31, 2023	–	–	–

		Martijn van Koten (appointment since July 1, 2021), Executive Vice President Fuels & Feedstock		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2023 – 2025	March 31, 2026	355,000	7,880	45,455
LTIP tranche 2022 – 2024	March 31, 2025	355,000	7,165	167,857
LTIP tranche 2021 – 2023	in EUR March 31, 2024	177,500	4,530	213,396
	No. of shares			5,286

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2023	March 31, 2027	358,680	9,018	395,529
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	–	–	–

Current LTIP tranches and Equity Deferrals

In EUR

		Daniela Vlad (appointment since February 1, 2023), Executive Vice President Chemicals & Materials		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2023 – 2025	March 31, 2026	325,417	7,233	41,656
LTIP tranche 2022 – 2024	March 31, 2025	–	–	–
LTIP tranche 2021 – 2023	in EUR March 31, 2024	–	–	–
	No. of shares			–

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2023	March 31, 2027	328,790	8,267	362,591
2022	March 31, 2026	–	–	–
2021	March 31, 2025	–	–	–
2020	March 31, 2024	–	–	–
2019	March 31, 2023	–	–	–

The share-based remuneration of the former members of the Executive Board in the 2023 financial year is composed of the following:

Current LTIP tranches and Equity Deferrals

In EUR

		Johann Pleininger (appointment until December 31, 2022), former Deputy Chairman of the Executive Board & Executive Officer Exploration & Production, contract until April 30, 2023		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2023 – 2025	March 31, 2026	166,667	3,699	21,337
LTIP tranche 2022 – 2024	March 31, 2025	500,000	10,092	236,426
LTIP tranche 2021 – 2023	in EUR March 31, 2024	500,000	12,761	601,190
	No. of shares			14,892

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2023	March 31, 2027	248,880	6,257	274,432
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

Current LTIP tranches and Equity Deferrals

In EUR

Elena Skvortsova (appointment until October 31, 2022),
former Executive Officer Marketing & Trading,
contract until June 14, 2023

LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2023 – 2025	March 31, 2026	162,708	3,611	29,475
LTIP tranche 2022 – 2024	March 31, 2025	355,000	7,165	167,857
LTIP tranche 2021 – 2023	in EUR March 31, 2024	355,000	9,060	426,832
	No. of shares			10,573

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2023	March 31, 2027	164,395	4,133	181,273
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	–	–	–

Rainer Seele (appointment until August 31, 2021),
former Chairman of the Executive Board,
contract until June 30, 2022

LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2023 – 2025	March 31, 2026	–	–	–
LTIP tranche 2022 – 2024	March 31, 2025	750,000	15,139	354,678
LTIP tranche 2021 – 2023	in EUR March 31, 2024	1,500,000	38,284	1,803,610
	No. of shares			44,677

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2023	March 31, 2027	–	–	–
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

Thomas Gangl (appointment until March 31, 2021),
former Chief Downstream Operations Officer,
contract until March 31, 2021

LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2023 – 2025	March 31, 2026	–	–	–
LTIP tranche 2022 – 2024	March 31, 2025	–	–	–
LTIP tranche 2021 – 2023	in EUR March 31, 2024	88,750	2,265	106,698
	No. of shares			2,643

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2023	March 31, 2027	–	–	–
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

Current LTIP tranches and Equity Deferrals

In EUR

		Manfred Leitner (appointment until June 30, 2019), former Executive Officer Downstream, contract until December 31, 2019		
LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2023 – 2025	March 31, 2026	–	–	–
LTIP tranche 2022 – 2024	March 31, 2025	–	–	–
LTIP tranche 2021 – 2023 in EUR	March 31, 2024	–	–	–
	No. of shares			–

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2023	March 31, 2027	–	–	–
2022	March 31, 2026	–	–	–
2021	March 31, 2025	–	–	–
2020	March 31, 2024	–	–	–
2019	March 31, 2023	558,563	11,003	276,835

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.

Settlement of forfeited commitments upon joining the Executive Board of OMV

As part of the Remuneration Policy, a one-off payment may be granted to attract well-qualified individuals to work on OMV's Executive Board. In the 2023 financial year, the new Executive Board members Daniela Vlad and Berislav Gaso received a one-off payment of EUR 263,702 and EUR 627,253 respectively in compensation for the variable remuneration forfeited as a result of their move to OMV.

Total remuneration of active Executive Board members in the 2023 financial year

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 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 and taking into account the tasks and responsibilities of the Executive Board

members, remuneration levels were not adjusted for the 2023 financial year.

In 2023, two new members joined the Executive Board. Daniela Vlad was appointed to the Executive Board with effect from February 1, 2023. Furthermore, since March 1, 2023 Berislav Gaso has been a member of the Executive Board. Pro rata remuneration is therefore reported for both Daniela Vlad and Berislav Gaso for the 2023 financial year.

In 2023, 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, in some cases 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, in the 2023 financial year Alfred Stern received an award (contractually agreed at 100% target achievement) for the Cash Bonus component of the Annual Bonus of EUR 810,000. After applying the actual overall target achievement for the Annual Bonus, the Cash Bonus due for the 2023 financial year amounts to EUR 1,185,840 and was paid out at the beginning of 2024.

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 2023-2025 LTIP tranche in the amount of EUR 387,500 for the 2023 financial year, while an amount of EUR 465,910 is due as the payout from the 2021-2023 LTIP tranche.

The variable elements account for between 55% and 69% of the remuneration awarded (contractually agreed based on 100% target achievement) to the active members of the Executive Board for the 2023 financial year.

For the remuneration due, the variable elements account for between 42% and 70% for the 2023 financial year. Between 36% and 72% of variable remuneration due are based on long-term performance, either through the LTIP or the proportion of the Annual Bonus vested in shares (Equity Deferral).

For the 2023 financial year, the total remuneration of the active members of the Executive Board can be illustrated in the tables below:

Executive Board remuneration

In EUR

		Alfred Stern (appointment since April 1, 2021), Chairman of the Executive Board			
		2023		2022	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	990,000		990,000	
	Compensation payment for forfeited remuneration	-		-	
	Benefits in kind <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	9,931		9,994	
	Pension fund contributions	247,500		247,500	
Performance related, variable remuneration	Annual bonus				
	Cash bonus	810,000	1,185,840	810,000	1,159,920
	Equity Deferral	540,000	871,849	540,000	683,344
	Long-Term Incentive Plan				
	LTIP tranche 2023 – 2025	1,150,000	-	-	-
	LTIP tranche 2021 – 2023 Award	-	711,400 591,668	-	-
	LTIP tranche 2022 – 2024	-	-	1,150,000	-
	LTIP tranche 2020 – 2022 Award	-	-	-	-
Total remuneration	3,747,432	4,016,521	3,747,494	3,090,758	
Fixed remuneration as % of total remuneration	33%	31%	33%	40%	
Variable remuneration as % of total remuneration	67%	69%	67%	60%	

Executive Board remuneration

In EUR

		Reinhard Florey (appointment since July 1, 2016), Chief Financial Officer			
		2023		2022	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	810,250		810,250	
	Compensation payment for forfeited remuneration	–		–	
	Benefits in kind¹ <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	50,821		48,955	
	Pension fund contributions	202,563		202,563	
Performance related, variable remuneration	Annual bonus				
	Cash bonus	675,000	988,200	675,000	966,600
	Equity Deferral	447,750	722,901	447,500	566,622
	Long-Term Incentive Plan				
	LTIP tranche 2023 – 2025	387,500	–	–	–
	LTIP tranche 2021 – 2023 <i>Award</i>	–	465,910 387,500	–	–
	LTIP tranche 2022 – 2024	–	–	387,500	–
	LTIP tranche 2020 – 2022 <i>Award</i>	–	–	–	476,224 387,500
Total remuneration	2,573,884	3,240,644	2,572,018	3,071,213	
Fixed remuneration as % of total remuneration	41%	33%	41%	35%	
Variable remuneration as % of total remuneration	59%	67%	59%	65%	

¹ Including schooling costs and related taxes.

		Berislav Gaso (appointment since March 1, 2023), Executive Vice President Energy			
		2023		2022	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	503,558		–	
	Compensation payment for forfeited remuneration¹	627,253		–	
	Benefits in kind² <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	107,795		–	
	Pension fund contributions	129,375		–	
Performance related, variable remuneration	Annual bonus				
	Cash bonus	428,750	627,690	–	–
	Equity Deferral	214,375	346,099	–	–
	Long-Term Incentive Plan				
	LTIP tranche 2023 – 2025	310,625	–	–	–
	LTIP tranche 2021 – 2023 <i>Award</i>	–	–	–	–
	LTIP tranche 2022 – 2024	–	–	–	–
	LTIP tranche 2020 – 2022 <i>Award</i>	–	–	–	–
Total remuneration	2,321,731	2,341,770	–	–	
Fixed remuneration as % of total remuneration	32%	58%	–	–	
Variable remuneration as % of total remuneration	68%	42%	–	–	

¹ Berislav Gaso received a compensation payment in the 2023 financial year in settlement of the variable remuneration that was demonstrably forfeited due to the transfer from the MOL Group to OMV AG.

² Including relocation, rental costs, and related taxes.

Executive Board remuneration

In EUR

		Martijn van Koten (appointment since July 1, 2021), Executive Vice President Fuels & Feedstock			
		2023		2022	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	575,000		575,000	
	Compensation payment for forfeited remuneration	-		-	
	Benefits in kind <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	29,033		28,989	
	Pension fund contributions	143,750		143,750	
Performance related, variable remuneration	Annual bonus				
	Cash bonus	490,000	717,360	490,000	701,680
	Equity Deferral	245,000	395,529	245,000	310,019
	Long-Term Incentive Plan				
	LTIP tranche 2023 – 2025	355,000	-	-	-
	LTIP tranche 2021 – 2023 <i>Award</i>	-	213,396 177,500	-	-
	LTIP tranche 2022 – 2024	-	-	355,000	-
	LTIP tranche 2020 – 2022 <i>Award</i>	-	-	-	-
Total remuneration	1,837,783	2,074,068	1,837,739	1,759,439	
Fixed remuneration as % of total remuneration	41%	36%	41%	42%	
Variable remuneration as % of total remuneration	59%	64%	59%	58%	

		Daniela Vlad (appointment since February 1, 2023), Executive Vice President Chemicals & Materials			
		2023		2022	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	526,952		-	
	Compensation payment for forfeited remuneration¹	263,702		-	
	Benefits in kind² <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	66,344		-	
	Pension fund contributions	133,482		-	
Performance related, variable remuneration	Annual bonus				
	Cash bonus	449,167	657,580	-	-
	Equity Deferral	224,583	362,591	-	-
	Long-Term Incentive Plan				
	LTIP tranche 2023 – 2025	325,417	-	-	-
	LTIP tranche 2021 – 2023 <i>Award</i>	-	-	-	-
	LTIP tranche 2022 – 2024	-	-	-	-
	LTIP tranche 2020 – 2022 <i>Award</i>	-	-	-	-
Total remuneration	1,989,647	2,010,651	-	-	
Fixed remuneration as % of total remuneration	37%	36%	-	-	
Variable remuneration as % of total remuneration	63%	64%	-	-	

¹ Daniela Vlad received a compensation payment in the 2023 financial year in settlement of the variable remuneration demonstrably forfeited due to the transfer from AkzoNobel N.V. to OMV AG.

² Including relocation, rental costs, and related taxes.

Total remuneration of former Executive Board members in the 2023 financial year

The employment contracts of Executive Board members do not automatically end when they leave the Executive Board. As set out in the Remuneration Policy, OMV's Supervisory Board may revoke the appointment of an Executive Board member and terminate his/her director's contract for cause as specified by law or contract. The contractually specified reasons are governed by the grounds for termination set forth in section 75 (4) Austrian Stock Corporation Act.

If such requirements are not met in the case of termination, the contractual obligations must be fulfilled until the termination date of the Executive Board contract even if the Executive Board mandate is terminated prematurely. Consequently, both the fixed and variable remuneration components will continue to be awarded until the end of the contract.

Payments from the variable remuneration, which are reported as remuneration due, continue to run in accordance with the original plan terms even after leaving the company. This creates a long-term incentive effect and ensures that the best possible decisions are made for the future of OMV right up to the last day.

Elena Skvortsova left the OMV Executive Board with effect from October 31, 2022. However, her contract as a member of the Executive Board did not end then, but continued until its original end on June 14, 2023. In addition, Johann Pleininger left the OMV Executive Board with effect from December 31, 2022. His contract ended on April 30, 2023, resulting in pro rata remuneration reported for both Elena Skvortsova and Johann Pleininger for the 2023 financial year.

Rainer Seele left the OMV Executive Board with effect from August 31, 2021. However, his contract did not end before June 30, 2022. Accordingly, pro rata remuneration was awarded for 2022 until the original end of the contract, as this was contractually due. No further remuneration was awarded in 2023, but payments from LTIPs awarded in previous years are still vesting and must now be reported as remuneration due.

For Thomas Gangl, who left the Executive Board with effect from March 31, 2021, the payment of the LTIP from 2021, which was awarded pro rata at the time, is due in 2023.

The total remuneration of former members of the Executive Board for the 2023 financial year is illustrated in the tables below:

Executive Board remuneration

In EUR

		Johann Pleininger (appointment since December 31, 2022), former Deputy Chairman of the Executive Board & Executive Officer Exploration & Production, contract until April 30, 2023			
		2023		2022	
		Awarde	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	249,514		750,000	
	Compensation payment for forfeited remuneration¹	268,296		–	
	Benefits in kind <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	4,095		12,459	
	Pensionsbeiträge	120,536		187,500	
Performance related, variable remuneration	Annual bonus				
	Cash bonus	233,333	341,600	700,000	1,002,400
	Equity Deferral	170,000	274,432	510,000	645,395
	Long-Term Incentive Plan				
	LTIP tranche 2023 – 2025	166,667	–	–	–
	LTIP tranche 2021 – 2023 <i>Award</i>	–	601,190 500,000	–	–
	LTIP tranche 2022 – 2024 <i>Award</i>	–	–	500,000	–
LTIP tranche 2020 – 2022 <i>Award</i>	–	–	–	614,482 500,000	
Gesamtvergütung	1,212,441	1,859,664	2,659,959	3,212,236	
Fixed remuneration as % of total remuneration	31%	35%	36%	30%	
Variable remuneration as % of total remuneration	69%	65%	64%	70%	

¹ Compensation for the shortened phase-out period for the period from May 1, 2023 until August 31, 2023.

Executive Board remuneration

In EUR

		Elena Skvortsova (appointment until October 31, 2022), former Executive Officer Marketing & Trading, contract until June 14, 2023			
		2023		2022	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	261,661		575,000	
	Compensation payment for forfeited remuneration	–		–	
	Benefits in kind¹ <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	75,254		88,599	
	Pension fund contributions	71,875		143,750	
Performance related, variable remuneration	Annual bonus				
	Cash bonus	224,583	328,790	490,000	701,680
	Equity Deferral	112,292	181,273	245,000	310,019
	Long-Term Incentive Plan				
	LTIP tranche 2023 – 2025	162,708	–	–	–
	LTIP tranche 2021 – 2023 <i>Award</i>	–	426,832 355,000	–	–
	LTIP tranche 2022 – 2024	–	–	355,000	–
	LTIP tranche 2020 – 2022 <i>Award</i>	–	–	–	236,287 192,292
Total remuneration	908,373	1,345,685	1,897,349	2,055,336	
Fixed remuneration as % of total remuneration	45%	30%	43%	39%	
Variable remuneration as % of total remuneration	55%	70%	57%	61%	

¹ Including rental and advisory costs and related taxes.

		Rainer Seele (appointment until August 31, 2021), former Chairman of the Executive Board, contract until June 30, 2022			
		2023		2022	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	–		549,356	
	Compensation payment for forfeited remuneration	–		–	
	Benefits in kind <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	–		6,321	
	Pension fund contributions	–		137,500	
Performance related, variable remuneration	Annual bonus				
	Cash bonus	–	–	500,000	716,000
	Equity Deferral	–	–	250,000	316,358
	Long-Term Incentive Plan				
	LTIP tranche 2023 – 2025	–	–	–	–
	LTIP tranche 2021 – 2023 <i>Award</i>	–	1,803,610 1,500,000	–	–
	LTIP tranche 2022 – 2024	–	–	750,000	–
	LTIP tranche 2020 – 2022 <i>Award</i>	–	–	–	1,843,536 1,500,000
Total remuneration	–	1,803,610	2,193,177	3,569,071	
Fixed remuneration as % of total remuneration	–	0%	32%	19%	
Variable remuneration as % of total remuneration	–	100%	68%	81%	

Executive Board remuneration

In EUR

		Thomas Gangl (appointment until March 31, 2021), former Chief Downstream Operations Officer, contract until March 31, 2021			
		2023		2022	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	–		–	
	Compensation payment for forfeited remuneration	–		–	
	Benefits in kind <small>(company car, car allowance, accident, insurance and reimbursed expenses)</small>	–		–	
	Pension fund contributions	–		–	
Performance related, variable remuneration	Annual bonus				
	Cash bonus	–	–	–	–
	Equity Deferral	–	–	–	–
	Long-Term Incentive Plan				
	LTIP tranche 2023 – 2025	–	–	–	–
	LTIP tranche 2021 – 2023 <i>Award</i>	–	106,698 88,750	–	–
	LTIP tranche 2022 – 2024	–	–	–	–
	LTIP tranche 2020 – 2022 <i>Award</i>	–	–	–	436,264 355,000
Total remuneration	–	106,698	–	436,264	
Fixed remuneration as % of total remuneration	–	0%	–	0%	
Variable remuneration as % of total remuneration	–	100%	–	100%	

The total remuneration of the Executive Board based on the actual payouts in the 2023 financial year is included in Note 35 of the Annual Report. Accordingly, the payout of the Cash Bonus 2022 and the payout of the LTIP 2020 are illustrated for 2023.

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 2023 financial year.

Remuneration of the Supervisory Board

Changes in the Supervisory Board

Lutz Feldmann was elected as a new member of the Supervisory Board of OMV with effect from May 31, 2023. He succeeded Mark Garrett, former Chairman of the Supervisory Board, whose Supervisory Board mandate expired at the end of the Annual General Meeting on May 31, 2023. Lutz Feldmann also took over as Chairman of the Supervisory Board as of May 31, 2023.

Main features of the Remuneration Policy of the Supervisory Board

The Remuneration Policy for the Supervisory Board was last approved at the Annual General Meeting on September 29, 2020 with 98.9% of the votes of the share capital present. The Remuneration Policy for the Supervisory Board is available at [Supervisory Board | Remuneration | OMV.com](#). Furthermore, Section 16 of the Articles of Association of OMV Aktiengesellschaft sets out regulations referring to the remuneration of the Supervisory Board.

The remuneration of the Supervisory Board is based on the system described in the Remuneration Policy for the Supervisory Board and is determined annually by the Annual General Meeting:

Remuneration Policy table – Supervisory Board remuneration at a glance

Remuneration element	Description & Operation
Fixed annual remuneration	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 remuneration 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

In 2023, 9 meetings of the Supervisory Board and 26 committee meetings were held.

The remuneration for the individual members of the Supervisory Board for the 2023 financial year is as follows:

Remuneration of the Supervisory Board for the 2023 financial year

The amount of remuneration for the members of the Supervisory Board for the 2023 financial year was resolved on May 31, 2023 with 99.99% of the valid votes cast as follows:

Remuneration for Supervisory Board members

In EUR¹

Chairman/Chairwoman	60,000
Deputy Chairman/Chairwoman	37,500
Ordinary member	30,000
Committee Chairman/Chairwoman	30,000
Committee Deputy Chairman/Chairwoman	18,750
Ordinary Committee member	15,000

¹ Meeting fees in the amount of EUR 600/meeting, as well as any applicable reimbursement of withholding tax, are not included therein.

Supervisory Board remuneration

In EUR

Name of the Supervisory Board member and function	Year	Supervisory Board and Committees ¹						Fixed remuneration ²			Total remuneration
		SB	PNC	PPC	AC	STC	RC	Fixed annual remuneration	Committee remuneration	Meeting fees	
Lutz Feldmann (since May 31, 2023), Chairman of the Supervisory Board	2023	C ³	C ³	–	M ³	–	C ³	35,178	43,973	6,240	85,391
	2022	–	–	–	–	–	–	–	–	–	–
Edith Hlawati ⁴ (since June 3, 2022), Deputy Chair- woman of the Supervisory Board	2023	DC	DC	–	–	–	DC	37,500	37,500	10,800	85,800
	2022	DC	DC	–	–	–	DC	21,678	21,678	4,800	48,156
Saeed Al Mazrouei (since June 2, 2021), Deputy Chairman of the Supervisory Board	2023	DC	DC	DC	–	–	DC	37,500	56,250	3,360	97,110
	2022	DC	DC	DC	–	–	DC	37,500	56,250	4,320	98,070
Alyazia Ali Al Kuwaiti (since May 22, 2018 and 2008–2016), Member of the Supervisory Board	2023	M	M	M	DC	M	–	30,000	63,750	12,480	106,230
	2022	M	M	M	DC	M	–	30,000	65,332	15,840	111,172
Stefan Doboczky (since May 14, 2019), Member of the Supervisory Board	2023	M	–	M	M	C	–	30,000	53,795	15,600	99,395
	2022	M	–	M ⁵	M ⁶	C	–	30,000	45,000	9,000	84,000
Jean-Baptiste Renard (since June 3, 2022), Member of the Supervisory Board	2023	M	–	C	–	DC	–	30,000	48,750	9,600	88,350
	2022	M	–	C	–	DC	–	17,342	28,181	3,360	48,883
Karl Rose (since May 18, 2016), Member of the Supervisory Board	2023	M	–	M	–	–	–	30,000	15,000	10,200	55,200
	2022	M	–	M ⁷	–	–	–	30,000	21,328	7,200	58,528
Elisabeth Stadler (since May 14, 2019), Member of the Supervisory Board	2023	M	–	–	DC	M	M	30,000	48,750	11,400	90,150
	2022	M	–	–	DC	DC ⁸	M ⁶	30,000	42,421	9,000	81,421
Robert Stajic ⁴ (since June 3, 2022), Member of the Supervisory Board	2023	M	–	DC	M	M	–	30,000	48,750	16,200	94,950
	2022	M	–	DC	M	M	–	17,342	28,181	6,600	52,123
Gertrude Tumpel-Gugerell (since May 19, 2015), Member of the Supervisory Board	2023	M	–	–	C	–	M	30,000	45,000	12,000	87,000
	2022	M	–	–	C	–	M	30,000	45,000	10,200	85,200
Mark Garrett (until May 31, 2023), former Chairman of the Supervisory Board	2023	C ⁹	C ⁹	–	M ⁹	–	C ⁹	24,822	37,233	5,280	67,335
	2022	C	C	M ¹⁰	M	–	C ¹¹	60,000	85,253	13,920	159,173
Christine Catasta ¹² (until June 3, 2022), former Deputy Chairwoman of the Supervisory Board	2023	–	–	–	–	–	–	–	–	–	–
	2022	DC	DC	M	M	DC	C	15,821	42,719	10,800	69,340
Christoph Swarovski (until June 3, 2022), former Member of the Supervisory Board	2023	–	–	–	–	–	–	–	–	–	–
	2022	M	–	–	–	–	M	12,657	6,328	1,800	20,785
Catherine Trattner (until June 3, 2022), former Member of the Supervisory Board	2023	–	–	–	–	–	–	–	–	–	–
	2022	M	–	–	M	–	–	12,657	6,328	3,840	22,825

¹ Abbreviations: SB = Supervisory Board, PNC = Presidential and Nomination Committee, PPC = Portfolio and Project Committee, AC = Audit Committee, STC = Sustainability and Transformation Committee, RC = Remuneration Committee; C = Chairman/Chairwoman, DC = Deputy Chairman/Chairwoman, M = Member.

² In addition, the members of the Supervisory Board receive a cash reimbursement for expenses actually incurred. Any withholding taxes that may be refundable are not included.

³ Since May 31, 2023.

⁴ In accordance with their contracts with ÖBAG, Edith Hlawati and Robert Stajic have assigned the remuneration for their Supervisory Board function for fiscal year 2022 and 2023 at OMV AG to ÖBAG.

⁵ Since October 27, 2022.

⁶ Since June 3, 2022.

⁷ Chairman until June 3, 2022.

⁸ Member until June 3, 2022.

⁹ Until May 31, 2023.

¹⁰ Until October 27, 2022.

¹¹ Since June 3, 2022.

¹² Christine Catasta has assigned the remuneration for her Supervisory Board function for fiscal year 2021 and for January 2022 at OMV AG to ÖBAG.

Therefore the members of the Supervisory Board elected by the Annual General Meeting received a total remuneration of EUR 956,911 for the 2023 financial year (2022: EUR 939,676).

Supervisory Board members delegated by the employee representation body do not receive any remuneration, but only meeting fees as lump-sum reimbursement of expenses. In 2023, the Supervisory Board members delegated by the employee representation body received meeting fees totaling EUR 61,800 (2022: EUR 52,800). The delegation of Supervisory Board members by the employee representation body is for an indefinite period; however, these employee representatives can be recalled by the delegating body at any time.

Development of total remuneration due

The following table provides an overview of the development of the total remuneration due to the Executive Board and to the Supervisory Board and compares this with the development of the economic performance and the development of employee remuneration.

The development of the total remuneration due to the members of the Executive Board is heterogeneous. This is due to the gradual replacement of members of the Executive Board and the resulting new members joining and leaving the company. The current values can therefore not be put directly into relation.

The development of the company's economic performance and the remuneration of the Executive Board are closely linked. Even if the overall financial performance of OMV declined compared to the record 2022 financial year, OMV achieved a Clean CCS Operating Result of approximately EUR 6 bn in the 2023 financial year, representing the second highest operating result in its history. The decrease in net income (after taxes and financial result) by 63% is mainly due to commodity prices that fell from their unsustainable highs in the year following the extraordinary year of 2022. The total remuneration due to the members of the Executive Board working for the full year in the 2022 and 2023 financial year increased.

The comparison of the remuneration with the remuneration of employees is based on the adjusted personnel expenses. This is adjusted for Executive Board remuneration according to the annual report, expenses in connection with employee severance packages, taxes, and social security contributions. The average personnel expenses are calculated by dividing the adjusted personnel expenses by the

number of active employees in the OMV Group during the financial year, calculated as the average of the number of employees at the end of the month during the year.

The increase in the average remuneration of OMV employees in 2023 compared to 2022 is mainly due to collective bargaining agreements for OMV employees.

In order to ensure neutral monitoring of the Executive Board by the Supervisory Board, the members of the Supervisory Board receive neither variable remuneration nor bonuses. The development of the Supervisory Board's remuneration is therefore independent of the development of the company's economic success or the development of the remuneration of employees who receive variable remuneration or bonuses.

Due to a number of changes to the Supervisory Board during the year from 2019 to 2023, it is difficult to put the development of Supervisory Board remuneration in this period into perspective.

Comparison of total remuneration due and financial performance

Yearly change	2023 to 2022		2022 to 2021	2021 to 2020	2020 to 2019
	in %	in EUR	in %	in %	in %
Remuneration of the Executive Board members					
Alfred Stern (appointment since April 1, 2021), Chairman of the Executive Board	30%	925,763	77%	n/a	n/a
Reinhard Florey (appointment since July 1, 2016), Chief Financial Officer	6%	169,431	13%	21%	-27%
Berislav Gaso (appointment since March 1, 2023), Executive Vice President Energy	n/a	n/a	n/a	n/a	n/a
Martijn van Koten (appointment since July 1, 2021), Executive Vice President Fuels & Feedstock	18%	314,630	142%	n/a	n/a
Daniela Vlad (appointment since February 1, 2023), Executive Vice President Chemicals & Materials	n/a	n/a	n/a	n/a	n/a
Johann Pleininger (appointment until December 31, 2022), former Deputy Chairman of the Executive Board & Executive Officer Exploration & Production, contract until April 30, 2023	-42%	-1,352,573	7%	21%	-22%
Elena Skvortsova (appointment until October 31, 2022), former Executive Officer Marketing & Trading, contract until June 14, 2023	-35%	-709,651	0%	143%	n/a
Rainer Seele (appointment until August 31, 2021), former Chairman of the Executive Board, contract until June 30, 2022	-49%	-1,765,461	-35%	15%	-20%
Thomas Gangl (appointment until March 31, 2021), former Chief Downstream Operations Officer, contract until March 31, 2021	-76%	-329,566	-35%	-45%	42%
Manfred Leitner (appointment until June 30, 2019), former Executive Officer Downstream, contract until December 31, 2019	n/a	n/a	n/a	70%	-83%
Remuneration of the Supervisory Board members					
Lutz Feldmann (since May 31, 2023), Chairman of the Supervisory Board	n/a	n/a	n/a	n/a	n/a
Edith Hlawati (since June 3, 2022), Deputy Chairwoman of the Supervisory Board	78%	37,644	n/a	n/a	n/a
Saeed Al Mazrouei (since June 2, 2021), Deputy Chairman of the Supervisory Board	-1%	-960	166%	n/a	n/a
Alyazia Ali Al Kuwaiti (since May 22, 2018 and 2008-2016), Member of the Supervisory Board	-4%	-4,942	54%	-9%	-2%
Stefan Doboczky (since May 14, 2019), Member of the Supervisory Board	18%	15,395	129%	58%	63%
Jean-Baptiste Renard (since June 3, 2022), Member of the Supervisory Board	81%	39,467	n/a	n/a	n/a
Karl Rose (since May 18, 2016), Member of the Supervisory Board	-6%	-3,328	51%	1%	2%
Elisabeth Stadler (since May 14, 2019), Member of the Supervisory Board	11%	8,729	107%	9%	59%
Robert Stajic (since June 3, 2022), Member of the Supervisory Board	82%	42,827	n/a	n/a	n/a
Gertrude Tumpel-Gugerell (since May 19, 2015), Member of the Supervisory Board	2%	1,800	61%	5%	-21%
Mark Garrett (until May 31, 2023), former Chairman of the Supervisory Board	-58%	-91,838	85%	293%	n/a
Financial performance of the Company					
Reported Net Income (after tax and net financial result) in EUR mn	-63% ¹	-3,258	85%	90%	-31%
Remuneration of employees					
Average remuneration of OMV employees	6%	4,269	10% ²	31% ³	0%

¹ OMV achieved a Clean CCS Operating Result of approximately EUR 6 billion in the 2023 financial year, representing the second highest operating result in its history. However, the overall results declined compared to the levels achieved in the extraordinary year of 2022 as commodity prices fell from their unsustainable highs.

² The increase in the average remuneration of OMV employees in 2022 with 2021 results mainly from collective bargaining agreements, inflation bonuses paid to OMV employees, and the personnel expenses related to the refinery turnaround.

³ The comparison of the average remuneration of OMV employees in 2022 with 2021 results 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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