

**Thomas Gangl, \*1971**

Date of initial appointment: July 1, 2019  
 End of the current period of tenure: June 30, 2022  
 Executive Board member responsible for Refining & Petrochemical Operations

Chief Downstream Operations Officer

Thomas Gangl began his OMV career in 1998 as a process engineer at the Schwechat refinery after studying process engineering at the Vienna University of Technology and mechanical engineering at the University of Salford (Manchester). In 2011, he became General Manager of OMV Deutschland GmbH and Site Manager in Burghausen. He was appointed Site Manager in Schwechat in 2014 and took over the role of Senior Vice President of the Refining & Petrochemicals Business Unit with responsibility for all three OMV refineries in 2016. On July 1, 2019, Thomas Gangl became the Executive Board member responsible for Refining & Petrochemical Operations.

**Functions in major subsidiaries of the OMV Group**

| Company                       | Function   |
|-------------------------------|--|
| OMV Petrom S.A.               | Member of the Supervisory Board (since July 1, 2019) |
| Borealis AG                   | Member of the Supervisory Board (since July 3, 2019) |
| OMV Refining & Marketing GmbH | Managing Director (since July 1, 2019)               |

**Manfred Leitner, \*1960**

Date of initial appointment: April 1, 2011  
 As of June 30, 2019, Manfred Leitner resigned as Executive Board member responsible for the Business Segment Downstream.

After receiving a degree in commerce from the Vienna University of Economics and Business Administration, Manfred Leitner joined OMV in 1985. After working for two years in the Finance Department of the Exploration & Production business unit, he became Head of Finance at OMV's branch in Tripoli, Libya. Following his return to Austria, he was in charge of the Controlling Department within Exploration & Production until 1997. He then moved to the Refining & Marketing Business Segment, where he led the Planning and Controlling Department until 2002. He was Senior Vice President for Downstream Optimization & Supply from 2003 until 2011.

**Functions in major subsidiaries of the OMV Group**

| Company                       | Function   |
|-------------------------------|--|
| OMV Petrom S.A.               | Member of the Supervisory Board (until June 30, 2019)    |
| Borealis AG                   | Member of the Supervisory Board (until July 3, 2019)     |
| OMV Supply & Trading Limited  | Chairman of the Supervisory Board (until June 30, 2019)  |
| OMV Gas & Power GmbH          | Managing Director (until June 30, 2019)                  |
| OMV Refining & Marketing GmbH | Managing Director (until June 30, 2019)                  |
| Central European Gas Hub AG   | Chairman of the Supervisory Board (until June 12, 2019)  |
| GAS CONNECT AUSTRIA GmbH      | Chairman of the Supervisory Board (until June 30, 2019)  |
| OMV Gas Storage GmbH          | Chairman of the Supervisory Board (until March 25, 2019) |
| OMV Gaz İletim A.Ş.           | Chairman of the Board of Directors (until June 28, 2019) |
| OMV Enerji Ticaret A.Ş.       | Chairman of the Board of Directors (until June 28, 2019) |

**Working practices of the Executive Board**

The approval requirements, responsibilities of individual Executive Board members, decision-making procedures and the approach to conflicts of interest are governed by the Internal Rules of the Executive Board. The Executive Board holds meetings at least every two weeks to exchange information and issue decisions on all matters requiring plenary approval.

**Remuneration report**

The remuneration report gives an overview of the overall remuneration packages provided to Executive Board members and explains the remuneration guidelines. OMV differentiates between fixed and variable compensation elements but also between monetary and non-monetary components.

## Executive Board remuneration guidelines 2019

| Compensation Element                                 | Description  | Purpose & Link to Strategy   | Shareholder Alignment   |
|--|--|--|---|
| <b>Base Salary</b>                                   | Salary levels take into account the responsibilities and performance of each member of the Executive Board, the situation of OMV, and common levels of remuneration at European Oil & Gas companies of comparable size as well as comparable Austrian companies. Compensation is set at a competitive level.   | Provide a fixed level of earnings reflecting the scale and complexity of the business and the roles and responsibilities of each Executive Board member, ensuring competitiveness with the market.   | Competitive compensation to attract, retain and motivate the most qualified managers in the Oil & Gas industry to lead the Company in the best interests of shareholders.   |
| <b>Annual Bonus (Cash Bonus and Equity Deferral)</b> | Performance is measured based on annual criteria. The award is defined as a Target Annual Bonus in euros, in the Executive Board service contracts and is capped at 180% (150% +/- 20% Sustainability Multiplier). 2/3 of the Annual Bonus is paid in cash and 1/3 is allocated in shares (Equity Deferral) that are required to be held for three years after vesting.  | Provide variable compensation based on annual financial and non-financial performance criteria that are relevant to OMV's strategy and the Oil & Gas industry. Performance is measured against financial targets and sustainability criteria, including indicators pertaining to health, safety, security and environment. | Performance criteria are closely linked to OMV's strategy, ensure pay for performance and foster an equity culture. The Equity Deferral serves – in addition to LTIP – as a long-term compensation instrument for the members of the Executive Board, promoting retention and alignment with shareholder interests at OMV. Payouts are subject to clawback provisions.                                      |
| <b>Long-Term Incentive Plan</b>                      | A Performance Share Plan is employed. The number of shares that vest depends on the achievement of financial performance criteria as well as the relative Total Shareholder Return. The number of shares awarded is capped at 200% of the Target Long-Term Incentive in euros, as stated in the Executive Board service contracts. The Supervisory Board has the discretion to adjust the overall target achievement through a HSSE malus (HSSE = Health, Safety, Security, and Environment).. | Promote medium- and long-term value creation at OMV. Performance is measured against key criteria linked to OMV's strategy and shareholder return. The plan also seeks to prevent inappropriate risk-taking as well as long-term retention and ownership of Executive Board members.                                       | Align interests of Executive Board and shareholders, ensure pay for performance and foster an equity culture by granting OMV shares subject to performance criteria focusing on financial and operational performance and increase in value compared to other European Oil & Gas companies. Details on the criteria are reported in the Annual Report. Grants are subject to malus and clawback provisions. |
| <b>Benefits</b>                                      | Executive Board members receive a company car and are eligible for accident insurance. No additional health coverage aside from the Austrian public health system.   | Provide benefits in line with common market practice to attract and retain Executive Board members.  | Part of a competitive compensation package to attract and retain the most qualified Executive Board members.  |
| <b>Retirement Benefits</b>                           | Defined contribution pension schemes are granted using a pension fund. Available capital in the pension fund determines the pension level. Retirement age is the Austrian statutory retirement age.  | The rules governing defined contribution retirement benefits are systematically in line with those offered to OMV employees, ensuring that compensation packages are aligned with common market practice in Austria.   | A pension fund is used to limit the risks borne by OMV. Pension 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.  |

**Executive Board remuneration guidelines 2019**

| <b>Compensation Element</b>     | <b>Description</b>   | <b>Purpose &amp; Link to Strategy</b>  | <b>Shareholder Alignment</b>  |
|---------------------------------|--|--|---|
| <b>Shareholding requirement</b> | Shares equal to 200% of the Base Salary for the CEO, 175% for the Deputy CEO and 150% for other Executive Board members, which must be accumulated within five years after the respective initial appointment as Executive Board member. | Provide long-term alignment of interests by putting Executive Board members' personal assets at stake.   | Align interests of Executive Board and shareholders by promoting the sustainable and long-term development of the Company and preventing inappropriate risk-taking. |
| <b>Payout cap</b>               | In addition to the caps defined for the Annual Bonus and the Long-Term Incentive Plan, a cap on total annual compensation is applied for each Executive Board member.  | Absolute caps to avoid unintended remuneration levels and ensure social acceptance of Executive remuneration payouts and limits the risk borne by OMV. | Align interests of Executive Board and shareholders by promoting the sustainable and long-term development of the Company and preventing inappropriate risk-taking. |

The Executive Board members of OMV are employed under local Austrian terms and conditions, and salaries are therefore expressed in euros (gross). Their employment contracts are concluded with OMV Aktiengesellschaft and governed by Austrian law.

The remuneration of OMV's Executive Board members is aimed to be at competitive levels and includes a strong performance-related component. Competitive pay levels are ensured through regular external benchmarking against peer groups, such as European Oil & Gas companies and relevant Austrian industrial companies.

Long-term shareholder and stakeholder interests are reflected in performance-related remuneration, which includes both short- and long-term elements. The Executive Board's performance is assessed against financial and non-financial criteria. Specific projects related to the implementation of OMV's strategy are also taken into account.

Pursuant to C-rules 27 and 28 of the ACCG, measurable performance criteria are defined in advance for the variable remuneration components. Given the industry-inherent volatility of commodity prices and market conditions, political country risks as well as increased safety exposure, the variable remuneration plans give the Supervisory Board and the Remuneration Committee, certain room for adjustments in line with the general practice in the Oil &

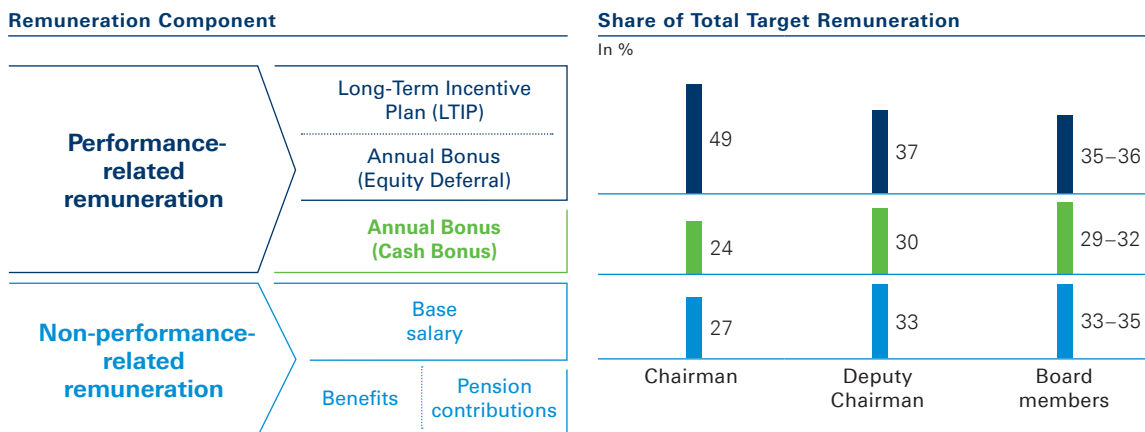
Gas industry to amend the threshold, target and maximum levels in case of significant changes in major external factors (e.g. oil price) as well as to determine the achievement of certain criteria. Any adjustments are always in line with relevant factors and within disclosed maximum limits.

**Structure of Executive Board Remuneration**

The Executive Board remuneration consists of fixed and variable compensation elements as well as benefits. Each Executive Board member receives a remuneration package comprising a Base Salary, an Annual Bonus (a portion of which is paid out in OMV shares and required to be held for three years), a Long-Term Incentive Plan (LTIP), pension contributions and non-cash benefits.

The majority of Executive Board members' target compensation is granted in the form of variable compensation elements. For the financial year 2019, variable elements comprised between 65% and 73% of Executive Board members' target compensation (variance is due to higher target LTIP level for the Chairman). In line with Austrian law and requirements set forth by the ACCG, a majority of variable compensation is based on multiyear performance. For the financial year 2019, between 35% to 49% of the target compensation is oriented towards long-term performance, either through the LTIP or the deferred portion of the Annual Bonus (Equity Deferral) which required to be held for three years.

**Overview of the Executive Board's compensation**



**Non-performance-related remuneration**

**Base salary**

The fixed base remuneration of Executive Board members is paid monthly as a salary. The employment contracts stipulate payment of the fixed remuneration in 14 payments per year.

**Benefits**

Executive Board members receive a company car and are eligible for an accident insurance. Health coverage for Executive Board members is provided under the Austrian public social insurance system.

**Pension contributions**

All members of the Executive Board are entitled to defined contribution pension payments, thus limiting the risks borne by OMV. The Company pays the contributions into a pension fund (APK-Pensionskasse AG). The actual amount of the company pension depends on the amount of available capital in the pension fund. Annuity is in accordance with the pension fund's approved business plan. The retirement age for all Executive Board members is the Austrian statutory retirement age.

**Performance-related remuneration**

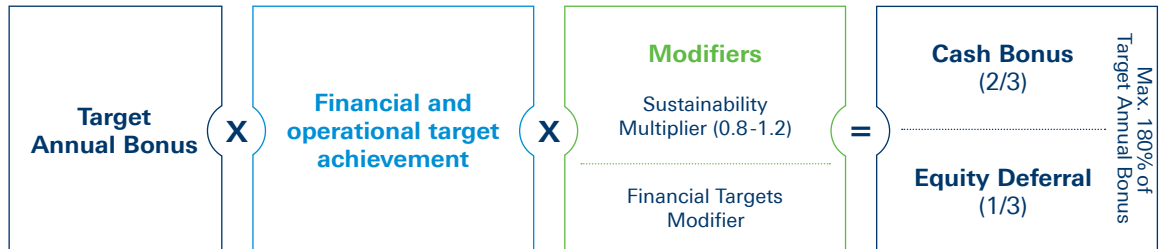
**Annual bonus**

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

The actual amount depends on the achievement of financial and operational targets. Additionally, the Sustainability Multiplier can be applied to the overall performance at the Supervisory Board's discretion based on a predefined set of criteria. In case of major changes in external factors (e.g. oil price) the Supervisory Board can adjust the target levels of the performance criteria. The performance criteria applied in the financial year 2019 are described in detail below.

The payout of the Annual Bonus is split between a Cash Bonus (2/3), which is paid in the following financial year, and an Equity Deferral (1/3), which is awarded in OMV shares to be held for a period of three years (holding period). The shares are awarded net of taxes in the following financial year and are to be transferred to a trustee deposit managed by OMV, for the duration of the holding period. The Equity Deferral serves – in addition to LTIP – as a long-term compensation instrument for the members of the Executive Board, promoting retention and alignment with shareholder interests at OMV.

Annual Bonus 2019



**Performance criteria** are agreed at the outset of the performance year and then assessed after the close of that year. The performance criteria for the financial year 2019 comprise the areas and adjustments set out in the table below.

**Performance criteria – 2019 Annual Bonus (Cash Bonus and Equity Deferral)**

| Area                                   | Criteria  | Weighting                       |
|--|---|---------------------------------|
| <b>Financial</b>                       | Reported Net Income   | 40%                             |
|  | Clean CCS ROACE 3-year average (2017-2019)  | 40%                             |
| <b>Operational target</b>              | NPV assessment of ongoing large investments including acquisitions based on annual change   | 20%                             |
| <b>Sustainability Multiplier</b>       | Sustainability Multiplier with a value between 0.8 and 1.2 (corresponds to +/-20%) applicable to overall target achievement   | +/-20% multiplier/discretionary |
| <b>Adjustment of financial targets</b> | In case of major changes in external factors (e.g., oil price), the OMV Supervisory Board has the discretion to adjust the target levels of the performance criteria. | discretionary                   |

The actual payout depends on the level of actual achievement of each performance criterion, which is determined by comparing achieved results against defined targets and expressed as a percentage. The actual achievements are validated by Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. Payout occurs on a straight-line basis between the performance levels.

**Level of vesting**

| Criteria            | Performance     | Vesting |
|---------------------|-----------------|---------|
| <b>All criteria</b> | Maximum         | 150%    |
|                     | Target          | 100%    |
|                     | Threshold       | 50%     |
|                     | Below threshold | 0%      |

The Target Annual Bonus amount for each Executive Board member is defined as follows assuming target achievement of 100%:

**Target variable remuneration – Annual Bonus 2019**

| In EUR          | Seele     | Pleininger | Florey  | Gangl <sup>1</sup> |
|-----------------|-----------|------------|---------|--------------------|
| Cash Bonus      | 1,000,000 | 700,000    | 675,000 | 245,000            |
| Equity Deferral | 500,000   | 350,000    | 337,500 | 122,500            |

<sup>1</sup> Pro-rated Target Annual Bonus 2019 as Mr. Gangl joined the Executive Board effective July 1, 2019

The actual target **achievements in 2019** resulted in a Total Actual Annual Bonus of 165.5%. The Cash Bonus component, 2/3 of the total, is to be paid in 2020. Under the Equity Deferral, the remaining 1/3 is to be awarded in the form of OMV shares and required to be held for a period of three years.

**Performance scorecard – 2019 Annual Bonus (Cash Bonus and Equity Deferral)**

| Criteria  | Threshold   | Target                                     | Maximum  | Actual | Weighting | Vesting<br>(% of target<br>Value) |        |
|---|---|--|--|--------|-----------|-----------------------------------|--------|
| Reported Net Income, adjusted for mark-to-market valuation of unrealized hedges, excluding M&A activities | in EUR mn   | 1,770                                      | 2,080  | 2,390  | 2,146     | 40%                               | 44.2%  |
| Clean CCS ROACE 3-year average  | in %  | 11.8%                                      | 12.3%  | 12.8%  | 12.5%     | 40%                               | 47.5%  |
| Operational target  | Decrease of non-market NPV by EUR (65) mn from baseline | No change in non-market NPV from base-line | Increase in non-market NPV by EUR +65 mn over baseline |        | 262       | 20%                               | 30%    |
| <b>Target achievement before financial targets modifier and Sustainability Multiplier</b>                 |   |  |  |        |           |                                   | 121.7% |
| Target achievement after financial targets modifier   |   |  |  |        |           |                                   | 142.7% |
| Sustainability Multiplier   | 0.8   | 1  | 1.2  |        |           |                                   | 1.16   |
| <b>Total vesting percentage</b>   |   |  |  |        |           |                                   | 165.5% |

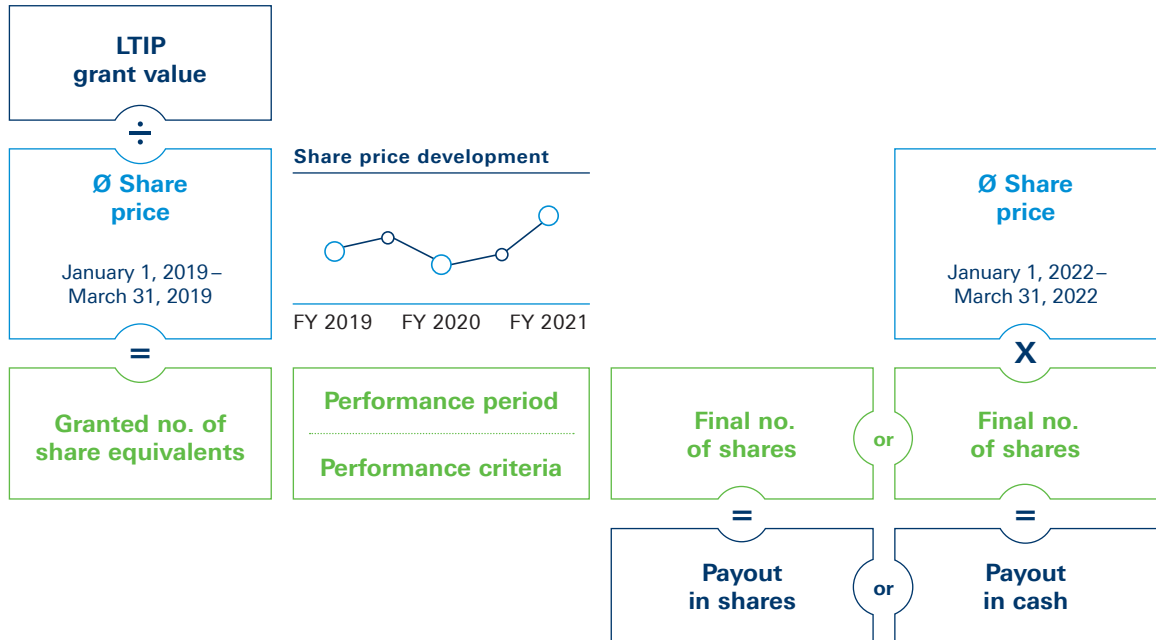
The targets for Reported Net Income and three-year average Clean CCS ROACE were achieved in the financial year 2019. The operational target, the NPV assessment of selected large investment projects, was achieved at maximum level. Taking into account substantial deterioration in the market environment as compared to the assumptions on which the Annual Bonus was based, the Supervisory Board made use of its discretionary power and lowered the target levels of the financial criteria, thereby adjusting the target achievement from 121.7% to 142.7%. A predefined set of criteria was used by the Supervisory Board in making its discretionary decision with respect to the Sustainability Multiplier. In particular, improvements in environment, safety and sustainability and the fact that there were no fatalities in 2019 were taken into consideration in amending the target achievement related to the Sustainability Multiplier by 1.16.

**Long-Term Incentive Plan**

The Long-Term Incentive Plan (LTIP) is a long-term compensation instrument for members of the Executive Board that promotes medium- and long-term value creation at OMV. The plan seeks to align the interests of management and shareholders by granting performance-based remuneration to management in the form of OMV shares, subject to performance against key performance criteria linked to the medium-term strategy and shareholder return. The plan also seeks to prevent inappropriate risk-taking. The grant is defined as a Target Long-Term Incentive, as stated in the Executive Board service contracts.

Executive Board members have received an annual grant since the plan's introduction in 2009. The LTIP 2019 was approved by the Annual General Meeting 2019.

**Long-Term Incentive Plan (LTIP) 2019**



**Performance criteria** are agreed at the beginning of the three-year performance period and assessed after the close of this period. Weightings for the respective criteria are also established at the outset of the performance period. For the LTIP 2019 (performance period: January 1, 2019, to December 31, 2021), the following performance criteria apply:

**Performance criteria – LTIP 2019**

| Criteria  | Weighting |
|---|-----------|
| Relative Total Shareholder Return (TSR)   | 50%       |
| Free cash flow before dividends and excl. divestments and acquisitions 3-year average | 50%       |

The actual LTIP amount depends on the **level of vesting** of each performance criterion, which is determined by comparing achieved results against defined targets and expressed as a percentage. The actual achievements are validated by Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. Payments will vest on a straight-line basis between the performance levels/quartiles.

A HSSE malus (HSSE = Health, Safety, Security, and Environment) may be applied to overall target achievement. In situations where a severe health, safety and security or environmental breach has occurred, the Supervisory Board can re-examine

the level of the LTIP payout and, depending on the extent of the infraction, reduce it at its discretion, if necessary to zero.

The LTIP 2019 vests on March 31, 2022. The vesting levels for each of the performance criteria are shown in the table below.

Relative TSR is measured against a well-balanced Upstream/Downstream peer group of twelve Oil & Gas companies (Shell, BP, Total, Eni, Equinor, Lundin Petroleum, Repsol, Galp Energia, MOL, Tupras, Neste Oil and PKN Orlen).

**Level of vesting**

| Criteria   | Performance  | Vesting |
|--|--|---------|
| <b>Free cash flow before dividends and excl. divestments and acquisitions 3-year average</b> | Maximum  | 200%    |
|  | Target   | 100%    |
|  | Threshold  | 50%     |
| <b>Relative TSR</b>  | Below threshold  | 0%      |
|  | Maximum: at or above 3rd quartile (≥75th percentile)   | 200%    |
|  | Target: at median (=50th percentile)                   | 100%    |
|  | Threshold: at or below 1st quartile (≤25th percentile) | 0%      |


The Target Long-Term Incentive amounts for each Executive Board member is defined as follows assuming vesting levels of 100%:

#### Target variable remuneration – LTIP 2019

| In EUR    | Seele     | Pleininger | Florey  | Gangl <sup>1</sup> |
|-----------|-----------|------------|---------|--------------------|
| LTIP 2019 | 1,500,000 | 500,000    | 387,500 | 177,500            |

<sup>1</sup> Pro-rated LTIP 2019 as Mr. Gangl joined the Executive Board effective July 1, 2019

The total vesting percentage for the LTIP 2017 is 96.6% of the maximum grant, and the corresponding transfer of shares or cash payment will be made in 2020. The actual achievements are reviewed by an independent expert.

 Note 32 provides additional information on the Long-Term Incentive Plan and the Equity Deferral (MSP).

#### Performance scorecard – LTIP 2017

| Criteria  | Threshold                                   | Target                       | Stretch                                     | Actual                   | Weighting   | Vesting (% of max. grant value) |
|---|---|------------------------------|---|--------------------------|-------------|---------------------------------|
| Relative TSR vs. peers  | at or below 1st quartile (≤25th percentile) | at median (=50th percentile) | at or above 3rd quartile (≥75th percentile) | at or above 3rd quartile | 60%         | 60%                             |
| Free Cash Flow before dividends excl. divestments and acquisitions (3-year average) | in EUR mn<br>1,025                          | 1,285                        | 1,545                                       | 2,038                    | 10%         | 10%                             |
| 3-year average Lost Time Injury Rate  | 0.40  | 0.36                         | 0.27  | 0.33                     | 10%         | 8.1%                            |
| 3-year average Reserve Replacement Rate (calculated on 1P reserves)                 | 100%  | 125%                         | 150%  | 166%                     | 10%         | 10%                             |
| Performance of divestments & acquisitions   | Based on pre-defined criteria               |                              |   | 8.5%                     | 10%         | 8.5%                            |
| <b>Total vesting percentage</b>   |   |                              |   |                          | <b>100%</b> | <b>96.6%</b>                    |

#### Shareholding requirements for members of the Executive Board

Executive Board members are required to accumulate an appropriate shareholding in OMV and hold these shares until retirement or departure from the Company. The shareholding requirement is defined as a percentage of the annual gross base salary: 200% for the Chairman of the Executive Board, 175% for the Deputy Chairman of the Executive Board and 150% for other Executive Board members. The shareholding must be accumulated and achieved within five years after the respective initial appointment as Executive Board member. All Executive Board members have already fulfilled at least a part of their shareholding requirement.

To the extent the shareholding requirement is not fulfilled, payments from the LTIP will be automatically made in the form of shares (net after tax deduction). If the shareholding requirement is already fulfilled, the payout can be made either in cash or shares. The base for the calculation of the LTIP 2019 shareholding requirement is the average closing price of the OMV share on the Vienna Stock Exchange over the three-month period from January 1, 2019, to March 31, 2019 (EUR 44.64).



**Shareholding requirement and fulfillment for LTIP 2017**

|            | Shareholding requirement |             | Fulfillment            |                  |
|------------|--------------------------|-------------|------------------------|------------------|
|            | In shares                | As % salary | In shares <sup>1</sup> | As % requirement |
| Seele      | 62,876                   | 200         | 91,974                 | 146.28           |
| Pleininger | 32,153 <sup>2</sup>      | 175         | 45,032                 | 140.06           |
| Florey     | 30,009                   | 150         | 24,351                 | 81.15            |
| Gangl      | 3,966 <sup>3</sup>       | 150         | 10,730                 | 270.55           |

<sup>1</sup> On Company trustee deposits

<sup>2</sup> The stated shareholding requirement in number of shares results from the LTIP 2017 when Mr. Pleininger still had an obligation of 150% of his gross annual salary; since his appointment as Deputy CEO, a shareholding requirement of 175% applies

<sup>3</sup> The stated shareholding requirement in number of shares results from the Senior Management LTIP 2017, when Mr. Gangl had an obligation of 75% of his grant level; since his appointment as Executive Board member, a shareholding requirement of 150% applies

**Clawback**

Both the Equity Deferral and the LTIP are subject to clawback regulations that, under certain circumstances, allow for an adjustment of outstanding compensation and/or reclaiming of compensation already paid out. In case of a clawback event, cash or company shares granted under Equity Deferral or LTIP will be reduced or may be clawed back upon request by the Supervisory Board. The following reasons are considered clawback events: correction of audited financial statements due to a mistake, material failure of risk management that leads to significant losses, and serious misconduct by individual Executive Board members that violates Austrian law. Furthermore, in the event any payout in cash or transfer of shares is based on an incorrect bonus calculation, Executive Board members are required to return or repay the compensation received on account such calculation errors.

**Remuneration levels in 2019****Executive Board remuneration<sup>1</sup>**

In EUR

|  | Seele                  | Pleininger       | Florey              | Gangl<br>(since<br>July 1,<br>2019) | Leitner<br>(until<br>June 30,<br>2019) | Total            |
|--|------------------------|------------------|---------------------|-------------------------------------|--|------------------|
| <b>Remuneration 2019</b>   |                        |                  |                     |                                     |  |                  |
| Fixed (base salary)  | 1,100,000              | 750,000          | 700,000             | 287,838                             | 349,589                                | <b>3,187,427</b> |
| Fixed (functional allowance)   | 1,002,000 <sup>2</sup> | 0                | 0                   | 0                                   | 0                                      | <b>1,002,000</b> |
| Variable (Cash Bonus 2018) <sup>3</sup>                                    | 1,246,000              | 872,200          | 841,050             | 0                                   | 841,050                                | <b>3,800,300</b> |
| Benefits in kind (company car, accident insurance and reimbursed expenses) | 12,816                 | 13,001           | 44,613 <sup>4</sup> | 6,590                               | 6,382                                  | <b>83,403</b>    |
| <b>Total</b>   | <b>3,360,816</b>       | <b>1,635,201</b> | <b>1,585,663</b>    | <b>294,428</b>                      | <b>1,197,021</b>                       | <b>8,073,130</b> |
| Variable (Equity Deferral 2018; in shares)                                 | 14,431                 | 10,101           | 9,741               | 0                                   | 9,741                                  | <b>44,014</b>    |
| Fixed/variable ratio <sup>5</sup>  | 19/81 <sup>6</sup>     | 23/77            | 27/73               | 100/0                               | 11/89                                  | <b>21/79</b>     |
| LTIP 2016 (cash) <sup>7</sup>  | 0                      | 1,264,963        | 0                   | 0 <sup>8</sup>                      | 1,609,984                              | <b>2,874,947</b> |
| LTIP 2016 (in shares) <sup>7</sup>   | 60,971                 | 0                | 14,595              | 0                                   | 0                                      | <b>75,566</b>    |

<sup>1</sup> There are discrepancies between individual items and totals due to rounding differences.

<sup>2</sup> Rainer Seele received a payment for the interim responsibility for "Marketing and Trading" since July 1, 2019.

<sup>3</sup> The variable components relate to target achievement in 2018, for which variable compensation was paid in 2019.

<sup>4</sup> Including schooling costs and related taxes

<sup>5</sup> Split of total compensation. Fixed includes base salary and benefits in kind; variable includes Cash Bonus, Equity Deferral ("share part of the Annual Bonus") and LTIP 2016

<sup>6</sup> If payment for the interim role included, the fixed/variable ratio is 30/70

<sup>7</sup> LTIP payout in cash or shares depending on fulfillment of the shareholding requirement

<sup>8</sup> Thomas Gangl received a cash payment amounting to EUR 0.23 mn based on his Senior Manager LTIP 2016

As in the past, salaries are not subject to automatic consumer price inflation increases but instead will be reviewed on an annual basis together with the performance of the Executive Board members.

**Pension fund contributions**

| In EUR               |                |
|----------------------|----------------|
| Seele                | 275,000        |
| Pleininger           | 187,500        |
| Florey               | 175,000        |
| Gangl <sup>1</sup>   | 71,875         |
| Leitner <sup>2</sup> | 87,500         |
| <b>Total</b>         | <b>796,875</b> |

<sup>1</sup> Pro-rated pension fund contribution; Mr. Gangl joined the Executive Board effective July 1, 2019.

<sup>2</sup> Pro-rated pension fund contribution; Mr. Leitner resigned as member of the Executive Board effective June 30, 2019.

**Termination-related benefits**

Manfred Leitner resigned as member of the Executive Board effective June 30, 2019, while his contract continued for six months beyond that date. He continued to receive payments (including benefits in kind) under his employment contract during this period.

Based on their former employment contracts as Executive Board members, Gerhard Roiss, David C. Davies, Jaap Huijskes, and Manfred Leitner received payments in 2019. David C. Davies, Jaap Huijskes and Gerhard Roiss received LTIP payments in 2019.

**Payments to former Executive Board members**

| In EUR   | Davies         | Huijskes       | Roiss            | Leitner <sup>3</sup><br>(since<br>July 1,<br>2019) |
|--|----------------|----------------|------------------|--|
| Remuneration entitlements for 2019 (bonus and LTIP) <sup>1</sup> | 247,340        | 415,365        | 3,128,947        | 0  |
| Payments for contractual obligations <sup>2</sup>                | 0              | 0              | 0                | 665,511  |
| <b>Total</b>   | <b>247,340</b> | <b>415,365</b> | <b>3,128,947</b> | <b>665,511</b>                                     |

<sup>1</sup> LTIP related to target achievement in 2016–2018

<sup>2</sup> Base salary, annual leave compensation payments, benefits in kind and pension fund contributions

<sup>3</sup> LTIP 2016 payments (in 2019) are reported in the table of Remuneration levels in 2019

In accordance with C-rule 27a of the ACCG, the employment contracts with members of the Executive Board provide that settlement payments in the event of premature termination of such contracts without a material breach shall not exceed the amount set forth in the ACCG (maximum of two years annual pay). For contracts concluded after July 2015, settlement payments in the event of termination within the contract period have been reduced to 18 months' pay and have been limited to fixed salary only. No settlement payment is made if the Executive Board member terminates the contract prematurely.

**Directors' and Officers' (D&O) insurance**

OMV has obtained a Directors' and Officers' liability insurance (D&O insurance) on a Group-wide basis. The expenses are borne by the Company. This insurance covers Executive Board members, Supervisory Board members and other OMV employees (officers). Coverage is provided for the statutory liability of insured persons for financial losses resulting from wrongful acts committed while acting within the scope of their function. For the current insurance period, the yearly premium (including taxes) for the entire OMV Group's D&O insurance amounts to approximately EUR 600,000.

**Indemnity**

The Executive Board and officers of direct and indirect subsidiaries of OMV Aktiengesellschaft, to the extent legally possible, are also indemnified against claims by third parties with respect to their actions exercised within the scope of their duties, except in cases of willful intent or gross negligence.

**Remuneration principles within the OMV Group**

In order to promote and support OMV's strategy optimally, OMV aims to ensure competitive compensation and benefits packages. OMV continuously monitors market trends and international best practices in order to attract, motivate and retain the best-qualified talent from around the world. OMV strives for long-lasting employment relationships. The base salaries are set in accordance with internationally accepted methods for determining market levels of remuneration and comply with the relevant legal regulations and collective agreements.

The principles applicable to Executive Board remuneration are applied to all employees in adapted form. In general, OMV's remuneration is designed to be highly competitive within relevant labor markets in the Oil & Gas business. This is ensured by conducting yearly salary reviews. Furthermore, the packages include a balanced and transparent mix of fixed and variable, monetary and non-monetary components. The base salaries are market oriented, fair and based on the position and expertise of the employee. In addition, OMV uses a variety of compensation elements to strengthen its position as an attractive employer in the Oil & Gas business, for example:

- ▶ Performance bonuses
- ▶ Long-Term Incentive Plans
- ▶ Company cars and car allowances

Beyond that, the benefits portfolio is customized for each of the countries in which OMV operates to meet the needs of the local employees. As an example, depending on local circumstances additional incentives may include the following:

- ▶ Retirement plans
- ▶ Subsidized canteen
- ▶ Health centers
- ▶ Kindergarten
- ▶ Summer Kids Camp
- ▶ Anniversary payments
- ▶ Recognition program – “thx!”  
 (“Thank you for doing great!”)

Selected employees at senior management levels of the Group (91 individuals) are eligible for the Long-Term Incentive Plan. This employee group is also eligible for bonus programs, as outlined below. In addition, the Executive Board grants a Transformation Bonus to selected employees at senior management level of the Group, which is dependent on the fulfillment of predefined KPIs. The successful target achievement led to a payout in 2018, another will potentially follow in 2021.

In 2019, approximately 4,300 managers and experts participated in a Management by Objectives (MbO) program that entitles the participants to a bonus if targets are reached. OMV also provides bonus schemes for other employee groups, which vary from country to country. Employee representatives are involved in designing these incentive schemes. In all these systems, bonus payments are dependent upon the achievement of financial and non-financial corporate targets, as well as individual targets agreed with each employee.

## Supervisory Board

OMV's Supervisory Board consists of ten members elected by the General Meeting (shareholders' representatives) and five members delegated by the Group works council. One of the current shareholders' representatives was elected at the 2015 Annual General Meeting (AGM) and nine were elected at the 2019 AGM. The members of OMV's Supervisory Board in 2019 and their appointments to supervisory boards of other domestic or foreign listed companies as well as any management functions held are shown below.

### **Peter Löscher, \*1957**

Chairman (until May 14, 2019)  
Seats: Sulzer AG (Chairman), Telefonica, S. A.

### **Wolfgang C. Berndt, \*1942**

Chairman (since May 14, 2019)  
Seats: no seats in domestic or foreign listed companies

### **Thomas Schmid, \*1975**

Deputy Chairman (since May 14, 2019)  
Seats: Verbund AG, Telekom Austria AG

### **Alyazia Ali Al Kuwaiti, \*1979**

Deputy Chairwoman  
(Executive Director Upstream & Integrated, Mubadala Investment Company PJSC)  
Seats: no seats in domestic or foreign listed companies

### **Mansour Mohamed Al Mulla, \*1979**

(Platform CFO Petroleum & Petrochemicals, Mubadala Investment Company PJSC)  
Seats: Aldar Properties PJSC

### **Elif Bilgi Zapparoli, \*1967**

(until May 14, 2019)  
(Global Co-Head Capital Markets & Co-Head of APAC Global Corporate and Investment Banking, Bank of America Merrill Lynch)  
Seats: no seats in domestic or foreign listed companies

### **Stefan Doboczky, \*1967**

(since May 14, 2019)  
(Chief Executive Officer Lenzing AG)  
Seats: no seats in domestic or foreign listed companies

### **Helmut Draxler, \*1950**

(until May 14, 2019)  
Seats: no seats in domestic or foreign listed companies