

OMV Aktiengesellschaft

Internal Rules for the Supervisory Board

**Version as amended by the resolution of the Supervisory
Board dated December 11, 2025**

Art. 1: Responsibilities

- (1) The Supervisory Board shall be responsible for the supervision of the Executive Board and shall support the Executive Board in managing the Company and, in particular, shall assist the Executive Board with decisions of fundamental significance.
- (2) The disclosure and reporting obligations of the Executive Board and the legal transactions of the Company requiring authorisation are defined in the Internal Rules of the Executive Board.
- (3) If the Supervisory Board is the addressee of the rules of the Austrian Code of Corporate Governance, the Supervisory Board shall be responsible for the compliance or for giving explanations on deviations there from.
- (4) The Supervisory Board appoints the members of the Executive Board, nominates and removes the Chairperson and the Deputy Chairperson of the Executive Board. The appointment shall be based on a qualification profile and be in accordance with a pre-defined appointment procedure.
- (5) The Supervisory Board shall subject itself regularly to a self-evaluation procedure, discussing in particular its organisation, working method, competence and composition.

Art. 2: Chairperson

- (1) Immediately following election, the Supervisory Board, under the chairmanship of the oldest member present; shall elect a chairperson and one or two deputies. If two deputies are elected, the Supervisory Board shall determine the sequence of their appointments as deputies.
- (2) In the event that the Chairperson resigns during a term, the Supervisory Board shall immediately carry out a new election to replace the chairperson. In the event that both deputies resign during their term, the Supervisory Board shall immediately carry out a new election of at least one new deputy.
- (3) Re-election shall be admissible.
- (4) When acting as deputy of the chairperson, each deputy of the Chairperson shall have the same rights and duties as the Chairperson.
- (5) The Chairperson of the Supervisory Board shall prepare the meetings of the Supervisory Board. The Chairperson shall regularly communicate with the members of the Executive Board and discuss the strategy, the course of business and the risk management of the enterprise. The Chairperson of the Supervisory Board ensures that the auditors' report on the Company's risk management is taken up as an issue by the Supervisory Board.

Art. 3: Convening of Meetings

- (1) The Supervisory Board shall be convened by its Chairperson as often as the interests of the Company so require, however, at least every quarter of the year.
- (2) A meeting may also be convened by the Executive Board on behalf of the Chairperson.
- (3) If a written motion for convening a meeting of the Supervisory Board brought by at least two Supervisory Board members or by the Executive Board, which states the purpose and the reasons therefore, is not complied with by the Chairperson within fourteen days, those who brought the motion may themselves convene a meeting of the Supervisory Board by informing the members of the relevant facts and circumstances.
- (4) Any meeting shall be convened in writing, by fax, email or telephone and by stating the time, the venue and the agenda in English language. Each member of the Supervisory Board shall notify the Chairperson of an address, a telephone number as well as an email address. If delivered to the stated address, respectively transmitted to the stated number, the addressed member shall be deemed to have been properly invited.
- (5) When convening a meeting a period of fifteen days between convening and the day of the Supervisory Board meeting shall be observed and the invitations shall be mailed to the addresses most recently notified; in urgent cases the Chairperson may reduce such period of time.

Art. 4: Agenda, Documents

- (1) The agenda shall be determined in English language by the Chairperson by taking into account the motions of the Executive Board and the Supervisory Board members.
- (2) In case the meeting is convened by the Executive Board or by Supervisory Board members, the agenda stated in the written motion for convening a Supervisory Board meeting shall have to be maintained.
- (3) Regarding the individual items on the agenda sufficient written documentation in English language shall be sent out on time, generally at least one week before the respective meeting. The invitation, the agenda and the documentation may be transmitted as an encrypted file by email.

Art. 5: Meetings, Attendance, Representation

- (1) The meetings are held in German language (with the possibility for translation pursuant to § 18).
- (2) The Executive Board members shall attend all meetings of the Supervisory Board and shall have an advisory vote unless the Chairperson determines otherwise.
- (2) Persons who are neither members of the Supervisory Board nor members of the Executive Board shall not be allowed to attend meetings of the Supervisory Board; experts and informants may be called in for the purpose of providing advice on particular matters if so invited by the Chairperson of the Supervisory Board, or with the approval of the Chairperson of the Supervisory Board, or based on a resolution of the Supervisory Board. At meetings of the Supervisory Board and of its committees which deal with the adoption of the annual financial statement and with the preparation thereof as well as with the audit of the annual financial statement (Audit Committee), the auditor shall in any case be called in.
- (3) A Supervisory Board member who is unable to attend may appoint another Supervisory Board member in writing to represent him/her in an individual meeting; the Supervisory Board member represented shall not be counted when determining whether a quorum is present in the meeting.
The right to chair a meeting cannot be transferred.

Art. 6: Resolutions

- (1) The Supervisory Board shall constitute a quorum and thus be entitled to pass resolutions, when all Supervisory Board members have been duly invited and more than one third of the members, including the Chairperson or his/her/a deputy, is in personal attendance when the resolution is put to the vote.
- (2) The Supervisory Board resolutions require a simple majority of the votes cast. The Chairperson shall have the casting vote.
- (3) Resolutions concerning a subject matter which is not an item on the agenda shall be dealt with according to the Articles of Association. In case the Articles of Association do not provide a respective provision, the Supervisory Board may only pass a resolution if all present Supervisory Board members agree.
- (4) The mode of passing resolutions shall be determined by the Chairperson unless the Supervisory Board determines a different mode. Individual members of the Supervisory Board may vote in writing, by telephone or by another comparable mode of voting without prejudice to the requirement of a quorum.

Art. 7: Resolutions by circulation

- (1) In urgent cases the members may pass resolutions in writing, by telephone or by another comparable method in English language without the need for the Supervisory Board to come together in a meeting unless a Supervisory Board member objects to the chosen procedure within the period determined by the Chairperson. In such a case the provisions on the convening of meetings shall apply accordingly.
- (2) In order to constitute a quorum more than one third of the members shall have to cast their votes, including the Chairperson or his/her/a deputy.
- (3) Proxy voting is not permitted for a circular motion.
- (4) The provisions about circular resolutions shall apply to urgent resolutions of committees accordingly.

Art. 8: Minutes

- (1) Minutes shall be kept on the meetings of the Supervisory Board which shall contain the names of the persons present, the agenda and the resolutions passed as well as the essential progress of the discussion. A translation into the English language shall be attached to the minutes.
The minutes shall be signed by the Chairperson.
- (2) If a Supervisory Board member so demands his/her opinion which deviates from the resolution passed shall be recorded in the minutes. If the Chairperson so requires, the respective Supervisory Board member shall formulate his/her deviating opinion him/herself in writing.
- (3) A copy of the minutes shall be served on each Supervisory Board member after each meeting, however until one week prior to the next ordinary meeting together with the documentation pursuant to § 4 para 3 at the latest; and the minutes shall be presented for approval in the next Supervisory Board meeting.

Art. 9: Declarations of Intent/Binding Statements on behalf of the Supervisory Board

Declarations of intent of the Supervisory Board (e.g. in connection with Executive Board contracts) shall be made in its name by the Chairperson or his/her/a deputy. The communication concerning corporate matters is the sole responsibility of the Executive Board.

Art. 10: Committees, General

- (1) The Supervisory Board appoints among its members qualified expert committees and determines their tasks and powers. The task of the committees is to formulate recommendations for the purpose of preparing resolutions to be passed by the Supervisory Board itself, without thereby preventing the entire Supervisory Board from dealing with matters delegated to the committees. In adequately detailed exceptional cases, decision-making powers of the Supervisory Board can be delegated to the committees, it being understood that such a delegation of powers shall be defined and supported by reasons.

A committee is set up to facilitate decisions in urgent cases (Presidential and Nomination Committee). An Audit Committee, a Presidential/Nomination Committee, a Remuneration Committee, a Portfolio and Project Committee as well as a Sustainability and Transformation Committee shall be established.

- (2) The Chairperson of the committees shall report periodically to the Supervisory Board.
- (3) The employees' representatives on the Supervisory Board shall have the right to nominate members to committees of the Supervisory Board with their seat on the Board and vote being determined according to the ratio determined by Art. 110, para 1 Austrian Labor Constitutional Act. Art. 94 para 4 Austrian Stock Corporation Act has to be complied with.
- (4) On behalf of committee members who are unable to attend the meetings of the committees other members of the Supervisory Board may attend and vote if they have been authorised to do so in writing by the committee members who are unable to attend; committee members so represented shall not be counted when determining whether the meeting constitutes a quorum or not.

The right to chair a meeting cannot be transferred.

- (5) Upon invitation of the Chairperson of the committee also Supervisory Board members who do not belong to the committees may attend the meetings of the committees.

The members of the Executive Board shall in principle attend all meetings of the committees of the Supervisory Board with an advisory vote unless the Chairperson determines otherwise. However, members of the Executive Board shall attend meetings of the Remuneration Committee and of the Presidential and Nomination Committee only upon invitation of the Chairperson.

- (6) The committees shall constitute a quorum if all members have been duly invited and if at least three committee members, including the chairperson of the

committee or his/her deputy, attend the meeting at which a matter is put to the vote.

- (7) The internal rules for the Supervisory Board shall apply mutatis mutandis to the procedures in the committees unless separate internal rules resolved by the Supervisory Board, if any, provide otherwise. However, the Chairperson of the Remuneration Committee is entitled with regard to the Remuneration Committee – subject to prior consultation with the members of the Remuneration Committee – to determine that the meetings shall be held and the minutes shall be prepared in English language.
- (8) Committee resolutions shall be passed by simple majority of the votes cast.
- (9) The committees shall have a sufficient number of members as judged by the Supervisory Board who shall meet the criteria of independence as defined by the Supervisory Board and published on the website.

Art. 11: Presidential and Nomination Committee

- (1) The Presidential and Nomination Committee consists of a number of members to be determined by the Supervisory Board; it shall include the Chairperson of the Supervisory Board and at least one deputy. The Presidential and Nomination Committee is chaired by the Chairperson of the Supervisory Board or his/her deputy.
- (2) The Supervisory Board authorises this Committee to take decisions in urgent matters. The urgency shall be determined by the Chairperson.
- (3) In individual cases or permanently, the Supervisory Board may delegate to the Presidential and Nomination Committee further tasks and powers of authorisation concerning legal transactions, decisions and measures of the Executive Board that require such authorisation. The delegation shall be supported by reasons. A task or power shall only be delegated pursuant to this Art. 11 (3) to the extent that the Supervisory Board shall be informed of the delegation in the next Supervisory Board meeting.
- (4) As nomination committee, it submits to the Supervisory Board recommendations concerning the appointment of candidates to newly created or vacant positions in the Executive Board of the Company and addresses the issue of succession planning. Furthermore, it submits to the general shareholders meeting proposals concerning Supervisory Board assignments of the Company.
- (5) The Supervisory Board authorises this Committee to approve matters pursuant to Art. 8 para 2 No 23 of the Internal Rules for the Executive Board.

Art. 12: Audit Committee

- (1) The Audit Committee consists of a number of members to be determined by the Supervisory Board.
- (2) The Audit Committee has to meet at least twice per business year; typically the Audit Committee meets six times per business year. The statutory auditor has to participate at meetings of the Audit Committee which deal with the preparation of the annual and consolidated accounts and the review thereof and has to report upon its review. The statutory auditor has to make an additional report to the Audit Committee according to Art. 11 Regulation (EU) No 537/2014 no later than the date of submission of the audit report. The Audit Committee shall include a person possessing knowledge and experience regarding finance, accounting and reporting sufficient to meet the needs of the enterprise (financial expert). A person who has been a member of the Executive Board, an executive employee (§ 80 Stock Corporation Act) or an auditor of the Company, or who has signed the audit certificate, during the last three years or due to other reasons might not be considered independent and un-biased cannot be the Chairperson or financial expert. The Committee members as a whole shall have competences relevant to the sector in which the audited entity is operating.
- (3) The Audit Committee shall, inter alia:
 1. monitor the financial reporting process and submit recommendations or proposals to ensure its reliability;
 2. monitor the effectiveness of the Company's internal control, internal audit, and risk management systems; Moreover, the Committee is authorized to approve of the matters in Art. 8 Para 2 No 20 of the Internal Rules for the Executive Board.
 3. monitor the statutory audit of the annual and consolidated accounts taking into account findings and conclusions in reports which are published by the authority for the surveillance of the statutory auditors according to Sec. 4 para 2 number 12 Statutory Auditor Surveillance Act (Abschlussprüfer-Aufsichtsgesetz);
 4. review and monitor the independence of the statutory (group) auditor, and in particular the provision of additional services to the audited entity; Art. 5 Regulation (EU) No 537/2014 and Sec. 271a para. 6 Commercial Code apply;
 5. submit to the Supervisory Board the report on the outcome of the statutory audit and explain how the statutory audit contributed to the reliability of financial reporting and what the role of the Audit Committee was in that process;

6. review the annual accounts and prepare its determination, review the proposal of dividend distribution, of the directors' report and of the corporate governance report as well as report upon the review results to the Supervisory Board;
 7. review the annual consolidated accounts and the consolidated directors' report, the consolidated corporate governance report as well as report upon the review results to the Supervisory Board;
 8. be responsible for the procedure for the selection of the statutory auditor (group auditor) considering the adequateness of the fees as well as for the recommendation for its appointment to the Supervisory Board. Art. 16 of Regulation (EU) No 537/2014 is applicable.
- (4) An auditor or an audit firm to be included into an election proposal shall prior to making the proposal by the Supervisory Board disclose all remunerations for each category of services separately received by the Company during the previous business year and to report upon its inclusion into the system established by the Statutory Auditor Surveillance Act (Abschlussprüfer-Aufsichtsgesetz) of external quality assurance and the upright registration. Further, all circumstances have to be disclosed and documented that may result in its bias or exclusion as well as all measures taken which shall ensure an independent and un-biased audit. The report to the Audit Committee has to be submitted in writing.
- (5) The Audit Committee deals with the management letter and the review of the functioning of the risk management systems and reports thereupon to the Supervisory Board.

Art. 13: Portfolio and Project Committee

- (1) The Portfolio and Project Committee consists of a number of members to be determined by the Supervisory Board.
- (2) Where required, the Portfolio and Project Committee shall prepare fundamental decisions of a complex nature in co-operation with the Executive Board. It shall report about the results and any proposals to the Supervisory Board.

Art. 14: Sustainability and Transformation Committee

- (1) The Sustainability and Transformation Committee consists of a number of members to be determined by the Supervisory Board.
- (2) The purpose of the Sustainability and Transformation Committee is to support the company's Supervisory Board in reviewing and monitoring OMV's strategy

with regard to sustainability, ESG related standards and performance as well as processes and specifically performance in HSSE (health, safety, security, the environment) and, in particular, climate change. Furthermore, the Committee serves to support and oversee the transformation process towards a more sustainable business model, including the cultural integration of strategically significant acquisitions.

Art. 15: Remuneration Committee

- (1) The Remuneration Committee consists of a number of members to be determined by the Supervisory Board. It shall include the Chairperson and the deputy Chairperson/s. The Remuneration Committee is always chaired by the Chairperson of the Supervisory Board or his/her deputy.
- (2) The Remuneration Committee deals with all matters concerning the remuneration of the Executive Board members of the Company and the content of employment contracts with Executive Board members of the Company. Therefore, it is specifically authorised to conclude, amend and terminate employment contracts with Executive Board members of the Company, to establish the remuneration policy and (together with the Executive Board) to draw up the remuneration report, in each case concerning the remuneration of the Executive Board members of the Company. Equally, it is authorised to decide whether bonuses and the like are to be granted to the Executive Board members of the Company, and if so it may determine the amount of any such bonuses. Furthermore, the Remuneration Committee decides on the approval of matters pursuant to Art. 8 para 2 No 14, 24 and 25 of the Internal Rules for the Executive Board.
- (3) The Remuneration Committee prepares the remuneration policy and (together with the Executive Board) the remuneration report, in each case concerning the remuneration of the Supervisory Board members, and submits corresponding proposals to the Supervisory Board for approval.

Art. 16: Obligation to maintain secrecy; issuer compliance

The members of the Supervisory Board and any third parties involved by them shall refrain from disclosing to outsiders, and they shall treat as strictly secret, the negotiations of the Supervisory Board and corporate matters as well as matters regarding group companies of which they shall have gained knowledge in their capacity as a Supervisory Board member. It is also the obligation of the members of the Supervisory Board and any third parties involved by them to comply with the laws and regulations governing stock exchange transactions

and the corporate rules of the Company about the treatment of insider information and about directors' dealings (issuer compliance).

Art. 17: Rules governing conflicts of interest and self-dealing; independence

- (1) Members of the Supervisory Board shall not assume any function in third companies which are competitors of the corporate group of the Company.
- (2) If a member of the Supervisory Board comes to find him/herself in a conflict of interest, he/she shall immediately disclose this to the Chairperson of the Supervisory Board. If the Chairperson of the Supervisory Board comes to find him/herself in a conflict of interest, he/she shall immediately disclose this to his/her deputy(ies).
- (3) The granting of loans by the Company to members of the Supervisory Board shall not be permitted outside the scope of its ordinary business activity with the exception of routine daily business transactions.
- (4) The conclusion of contracts with members of the Supervisory Board by which they accept an obligation to provide a service to the Company or a subsidiary (Art. 189 a number 7 of the Commercial Code) outside their activity in the Supervisory Board requires the approval of the Supervisory Board provided that it involves the payment of a more than a trivial consideration. The aforesaid also applies to contracts with companies in which a Supervisory Board member has a considerable economic interest. The content of any such contracts and fees shall be reported in the annual report.
- (5) The majority of Supervisory Board members elected by the General Meeting are independent from the Company and its Executive Board. A Supervisory Board member is regarded as independent if he/she does not have any business or personal relationship with the Company or its Executive Board that creates a material conflict of interests and can therefore influence the behaviour of the member.

The Supervisory Board defines the criteria of independence on the basis of this general clause and publishes the same on the Company's website. Pursuant to the defined criteria, every member of the Supervisory Board shall declare entirely on his or her own responsibility whether he/she is independent. The annual report shall state which members are to be regarded as independent in accordance with this judgement.

At least two of the Supervisory Board members elected by the General Meeting or assigned by the shareholders in accordance with the Articles of Association shall be members who satisfy these independence criteria and are neither

shareholders with a stake of more than 10% nor representatives of the interests of a shareholder with a stake of more than 10%.

The annual report shall state which members of the Supervisory Board satisfy these criteria.

Art. 18: Translation

- (1) The Company shall ensure that a suitable interpreter who shall translate into the English language, respectively into the German language, shall be available during the meeting.
- (2) In case a member of the Supervisory Board is not sufficient competent in English language to understand the documentation only available in English language, the Chairperson of the Supervisory Board has to be informed. Subsequently, the Chairperson of the Supervisory Board has to initiate a discussion in the Supervisory Board to amend the Internal Rules in order to provide necessary documentation also in German language.

Art. 19: Language

These Internal Rules are issued in German and English. In case of discrepancies between the two versions, the English version prevails.

Art. 20: Entry into Force

These internal rules shall enter into force on December 11, 2025.