

**PLEASE NOTE:**

This report is legally required in order to be able to transfer shares to employees and managers within OMV Group under the long-term, performance based incentive and compensation programs. Please be aware that the numbers of shares stated in this document are maximum amounts. The actual number of shares to be transferred depends on the achievement of different criteria, is – in particular – subject to a separate resolution by the Supervisory Board of OMV Aktiengesellschaft and may be significantly smaller.

Report pursuant to section 65 para 1b in conjunction with sections 171 para 1 and 153 para 4 Stock Corporation Act

The Executive Board of OMV Aktiengesellschaft ("OMV" or "Company") has been authorized by resolution of the Annual General Meeting of the Company held on May 27, 2025, for a period of 5 years from the adoption of the resolution, subject to the approval of the Supervisory Board, to dispose of or utilize repurchased treasury shares or treasury shares already held by the Company to grant such shares to employees, executive employees and/or members of the Executive Board/management boards of the Company or its affiliates including for purposes of share transfer programs, and to thereby exclude the general purchasing right of shareholders (exclusion of subscription rights). The authorization can be exercised as a whole or in parts or even in several tranches by the Company, by a subsidiary (Section 189a Number 7 Commercial Code) or by third parties for the account of the Company.

The Executive Board and the Supervisory Board of OMV intend to make use of such authorization and to resolve upon an allocation of up to a maximum of 81,395 (for members of the Executive Board) as well as a maximum of 226,460 (for selected Senior Managers) treasury shares in the Company under the Long-Term Incentive Plan 2023 ("LTIP 2023") and under the share part of the Annual Bonus 2025 ("Equity Deferral") to members of the Executive Board and Senior Managers of OMV Group. With respect to members of the Executive Board, both the LTIP 2023 and the Equity Deferral are based on and are in line with the Remuneration Policy for the Executive Board put to vote at the Annual General Meeting of OMV on June 3, 2022. The actual number of shares to be transferred is subject to performance under these programs, depends on the resolution of the Supervisory Board of OMV and will be published separately. The Executive Board and the Supervisory Board of OMV, represented by the Remuneration Committee, therefore report as follows:



REPORT:

1. Long-Term Incentive Plan 2023

Plan purpose and objectives

The Long-Term Incentive Plan (LTIP) 2023 is a long-term compensation instrument for the Executive Board and selected Senior Managers that promotes mid- and long-term value creation at OMV and aligns the interests of management and shareholders by granting OMV shares to management, subject to performance measured against key performance criteria linked to the medium-term strategy and shareholder return. The plan also seeks to prevent inadequate risk-taking.

Eligibility

Executive Board members of OMV are obliged to participate. Selected Senior Managers of OMV Group may participate in the LTIP 2023. The nomination of Senior Managers to the LTIP 2023 was made by the Executive Board of OMV (or, to the extent required, by the competent corporate body at OMV Petrom S.A. and at Borealis GmbH, without a declaration of participation by the Senior Manager being required). Potential share transfers are based on the performance of the LTIP in the respective years and may also not be granted at all or granted on a pro rata basis only.

Share ownership rules

There is no requirement for an upfront investment in OMV shares to participate in the LTIP 2023. However, Executive Board members and Senior Managers are required to build up an appropriate volume of shares in the Company and, in general, have to hold these shares until retirement or departure from the Company it being understood that for Senior Managers who cease to participate in the LTIP but do not leave the Company, the shareholding requirement ends with the pay-out of the last LTIP. The shareholding requirement for the Executive Board members is defined as a percentage of the annual gross base salary:

- Chief Executive Officer: 200%
- Deputy Chief Executive Officer: 175%
- Other Executive Board members: 150%

The shareholding requirement for Senior Managers is defined as 75% of the respective Target Long-Term Incentive (LTI), which is fixed within a given range.

Executive Board members must achieve the required shareholding within 5 years after the start of their respective initial appointment as Executive Board member and must maintain the relevant percentage in shares until retirement or departure from the Company. Basis for



the calculation of the respective number of shares for the shareholding requirement is the average share price over the 3-month period January 1, 2023 – March 31, 2023 (= average of closing prices at Vienna Stock Exchange). In case and to the extent the salary of an Executive Board member increases during the performance period, the number of required shares has to be adapted (using the above defined share price).

Dividends for the shares held on OMV trustee deposits are paid out in cash. Senior Managers are not obliged to hold Company shares if this is prohibited by law in the countries where the respective Senior Managers work.

Grant levels and plan mechanisms

The Target LTI in EUR is defined in the respective contracts of the Executive Board members and determined for each Senior Manager by the respective OMV Executive Board member (or, to the extent required, by the competent corporate body at OMV Petrom S.A. and at Borealis GmbH) in general within a defined range.

The Target LTI of each participant is converted into a number of Share Equivalents, calculated as follows: The Target LTI is divided by OMV's average share price (= closing price at the Vienna Stock Exchange over the 3-month period January 1, 2023, to March 31, 2023). Before the Vesting Date, the participants do not hold the Share Equivalents and have no voting or dividend rights. After the performance period of three years, the final number of shares is calculated based on the achievement of the performance criteria and made available to the participants on the next business day after Vesting Date net of taxes, subject to the fulfilment of the shareholding requirement.

The final number of shares is calculated by multiplying the number of Share Equivalents with the total target achievement which results from the target achievements of each performance criterion, its respective weightings and – with respect to Executive Board members – a potential Health & Safety Malus (see “Performance criteria and weightings”). In any case, the total accumulated number of shares paid out under this plan or other share incentive plans of the OMV Group shall amount to less than 5% of outstanding share capital. The actual number of shares is expected to be far below 5%.

Effective date and term

- Plan commencement: January 1, 2023
- Performance period: 3 years (January 1, 2023, to December 31, 2025)
- Vesting date: March 31, 2026, subject to Supervisory Board approval

Performance criteria and weightings

The performance criteria and their corresponding weightings for Executive Board members focus on sustained value creation across the following areas of performance: Relative Total



Shareholder Return (30%), Clean Current Cost of Supply (CCS), Return On Average Capital Employed (ROACE) (40%), ESG targets (including Greenhouse Gases emission reduction (30%). For Senior Managers, a different weighting and further criteria apply: Relative Total Shareholder Return (30%), Free Cash Flow (35%), ESG targets (including Greenhouse Gases emission reduction) (35%). For Senior Managers at OMV Petrom S.A., deviating Performance Criteria and weightings were determined taking into account OMV's and OMV Petrom S.A.'s TSRs (30%), OMV Petrom S.A.'s Free Cash Flow (35%) and OMV Petrom S.A.'s ESG targets (including Greenhouse Gases emission reduction) (35%). For Senior Managers at Borealis GmbH, deviating Performance Criteria and weightings were determined taking into account OMV's TSR (30%), Borealis GmbH's Free Cash Flow (35%), Borealis GmbH's ESG and Transformation targets (including Greenhouse Gases emission reduction) (35%).

In 2023, the specific performance targets were set for the performance period (January 1, 2023 until December 31, 2025) and communicated to the plan participants. The performance criteria must not be modified thereafter. However – in order to maintain the incentivizing character of the program – the Executive Board or the other competent corporate body (for Senior Managers) will have discretion to adjust the threshold/target/maximum levels of the Free Cash Flow (but not the criteria as such) in case of significantly changed market conditions and/or other special circumstances.

In addition, a Health & Safety Malus with a value between 0.8 and 1.0 is applicable to the overall target achievement for the Executive Board, which will be determined at the discretion of the Remuneration Committee of OMV's Supervisory Board on the basis of pre-defined criteria. In case of severe incidents, the Remuneration Committee may reexamine the level of the LTIP payout for Executive Board members and, depending on the severity of the respective incident, may also reduce it to zero at its discretion if necessary.

Share transfer/pay-out

To the extent that the shareholding requirement is not fulfilled, the payment will automatically be made in the form of shares until the required threshold has been reached. For the rest, Executive Board members may opt for (i) single payment in shares, or (ii) single payment in cash. OMV Petrom S.A.'s participating Senior Managers receive payment in shares only while other participating Senior Managers may, in addition, opt for cash payment in instalments. Participants had to make this decision in general by quarter three of the year in which the plan started, respectively in certain cases in quarter two of the following year at the latest otherwise the payment will automatically be made in cash. The delivery of shares or cash payment to the participants is generally made net after deduction of taxes (in Austria payroll tax deduction). For the Executive Board Members a cap of 200% of the Share Equivalents is applicable to the number of vesting shares. In case of a cash payout, an additional payout cap of 300% of the Target LTI is applicable to Executive Board members. Cash payouts exceeding 300% of the Target LTI are not permitted for Executive Board members.

If authorization for the share transfer has been given by the Supervisory Board on the Vesting Date or earlier, transfer of shares will be executed on the next business day after the Vesting Date, otherwise the transfer takes place at the beginning of the month following the



authorization, in each case subject to legal restrictions, if any. The Company does not cover any share price risk caused by the delay or by transfer.

If a payment is made in cash, the amount will be calculated by using OMV's average share price (= average of the closing prices at the Vienna Stock Exchange) over the three-month period January 1, 2026 – March 31, 2026.

In case any payment in cash or transfer of shares is based on incorrect data, the amounts will be corrected and claimed back accordingly.

Clawback

Under the following circumstances, the Remuneration Committee may reduce the number of shares vesting under the LTIP or may request from the Executive Board members a retransfer of shares which have been granted or allocated under the LTIP:

- Adjustment of approved financial statements due to a mistake.
- Material failure of risk management that leads to significant losses.
- Serious misconduct of individual Executive Board member that violates Austrian law.

Plan management for leavers

- Participants leaving due to their own fault: Unvested awards are forfeited.
- Participants leaving due to no fault on their own: Unvested plans continue for Executive Board members, pro-rated and settled in cash for Senior Managers.
- Retirement, permanent disability: Unvested awards are allocated according to the plan.
- Death: Unvested plans are determined and settled in cash as of the date of death. The amount is calculated based on the actual performance up to the date of death plus budget/medium term planning figures for the remaining time.
- Temporary leavers (Senior Managers): Unvested plans are suspended during the leave (if more than 3 consecutive months) but continue for active periods of employment.

Change of control in the ownership structure

In case OMV terminates an Executive Board member's appointment and/or director's contract early following a change of control in OMV, any award under the LTIP 2023 shall vest in accordance with the projected target achievement as of the date of the change of



control. All other early terminations following a change of control in OMV result in the application of the leaver concept (see above).

2. Share part of the Annual Bonus 2025 (“Equity Deferral”)

Plan purpose, objectives and mechanisms

The share part of the Annual Bonus 2025 (“**Equity Deferral**”), as an integrated element of the annual bonus, is a long-term compensation instrument for Executive Board members that promotes retention and alignment with shareholder interests at OMV.

Following the determination of the Annual Bonus by the Remuneration Committee of OMV’s Supervisory Board, an award of shares will be made to Executive Board members in the amount of at least one third of the Annual Bonus, which is subject to a three year holding period (to be held on a trustee deposit account of the Company). Dividends earned from the vested shares are paid out to the Executive Board members in cash. A maximum of two thirds of the Annual Bonus will be paid out as a Cash Bonus. The percentage breakdown into cash and share components is defined in the respective Executive Board director’s contracts. In total, the maximum Annual Bonus can amount to 180% of the Target Annual Bonus defined in the respective Executive Board member’s contract.

Performance criteria and weightings

The Annual Bonus is based on the following performance criteria: Financial Targets (70%), Operational Targets (15%) and ESG Targets (15%). In addition, a Health & Safety Malus with a value between 0.8 and 1.0 is applicable to the overall target achievement, which will be determined at the discretion of the Remuneration Committee of OMV’s Supervisory Board on the basis of pre-defined criteria. In case of severe incidents, the Remuneration Committee may reexamine the level of the Annual Bonus payout for Executive Board members and, depending on the severity of the respective incident, may also reduce it to zero at its discretion if necessary.

The shares granted have to be reduced or returned in the case of a clawback event. Furthermore, in case any payout of shares is based on incorrect data, Executive Board members must return or repay any remuneration received due to such calculation errors.

The performance criteria defined for the Annual Bonus must not be amended during the term of the Equity Deferral. However, the remuneration plan gives the Remuneration Committee the authority to adjust the threshold, target, and maximum levels of the Financial Targets based on invoiced oil/gas prices and EUR/USD exchange rates compared with assumptions at the time the targets were set, in order to maintain the incentivizing character of the program.



Determination of number of shares

The exact number of shares awarded is calculated as follows:

At least one third of the gross amount of the actual Annual Bonus is divided by the average closing price for OMV shares at the Vienna Stock Exchange over the 3-month period November 1, 2025 – January 31, 2026.

Effective dates and term

- Plan start: January 1, 2025, as an integral part of the Annual Bonus
- Vesting Date: March 31, 2026, subject to Supervisory Board approval
- Holding period for Equity Deferral: 3 years from vesting

Share transfer/Pay-out

If authorization of the share transfer has been given by OMV's Supervisory Board on Vesting Date or earlier, the transfer of shares will be executed on the next business day after the Vesting Date, otherwise the transfer takes place at the beginning of the next month following the authorization.

The payment will, subject to any legal restrictions, be made in the form of restricted shares (net after tax deduction), which have to be held three years from vesting (holding period).

Leaving Executive Board members and clawback

The rules outlined above for the LTIP 2023 apply, however, the vesting of unvested awards for leavers due to no fault on their own or in the case of retirement and permanent disability remains subject to a decision to be made by the Remuneration Committee at its discretion.

3. Number of awardable shares

Based on the above mentioned criteria of the LTIP 2023 as well as of the Equity Deferral, both as also reflected with respect to Executive Board members in the Remuneration Policy for the Executive Board put to vote at the Annual General Meeting of OMV on June 3, 2022, and the respective maximum achievements of the performance criteria, the maximum numbers of bonus shares awardable to the current and former members of the Executive Board and Senior Managers are as set out below. The decisions of the participants to opt for payout in shares under the LTIP 2023 have been considered. The actual number of shares to be transferred is subject to a resolution by the Supervisory Board of OMV and will be published separately.



(i) Current and former members of the Executive Board:

Chief Executive Officer:	23,043
Chief Financial Officer:	19,161
Executive Vice President Fuels:	10,452
Executive Vice President Energy:	23,400
Former Executive Board Members:	5,339

(ii) Senior Managers: 226,460

The numbers of shares mentioned above are gross numbers at maximum performance achievement level. The actual number of shares to be transferred after assessment of the actual performance achievement will be a net amount after deduction of taxes and duties and will be published after the transfer on the website of OMV (<https://www.omv.com/en/investors#Mandatory-Disclosures>).

4. Exclusion of shareholders' general right to purchase shares

As outlined above, OMV treasury shares shall be granted to the members of the Executive Board and Senior Managers of OMV Group under the LTIP 2023 and under the Equity Deferral. OMV thereby intends to increase the focus of the participants on the long-term Company value and their identification with the Company. The LTIP 2023 and the Equity Deferral are performance-based and long-term compensation and incentive instruments which shall promote the mid- and long-term value creation at OMV, align the interests of the management and shareholders through long-term investment in shares and minimize risks. For such purpose, it is necessary to exclude, in respect of the treasury shares used for the LTIP 2023 and the Equity Deferral, the general right of shareholders to purchase OMV shares.

Therefore, in relation to the utilization of the treasury shares described above, the interest of the Company prevails over the shareholders' interest in having a possibility to purchase OMV shares in the course of the utilization/sale of treasury shares. Taking into account all considerations set out above, the exclusion of the shareholders' possibility to purchase treasury shares is necessary, reasonable, appropriate, in the best interest of the Company and therefore objectively justified.