OMV

Remuneration Policy for the Executive Board 2026

Remuneration Policy

FOR THE EXECUTIVE BOARD OF OMV AKTIENGESELLSCHAFT

Introduction

The Remuneration Policy 2026 ("Remuneration Policy" or "Policy") is an amendment to the Remuneration Policy 2022 for the Executive Board that was adopted by the Annual General Meeting (AGM) 2022 with 96.98% of the valid votes cast in accordance with Section 78b (1) of the Austrian Stock Corporation Act (AktG). Using the feedback of the shareholders of OMV Aktiengesellschaft ("OMV" or "Company") and considering current market practice and relevant legal and governance requirements, the Remuneration Committee of the Supervisory Board of OMV conducted a comprehensive review of the Remuneration Policy 2022. Based on the identified need for action, the Remuneration Committee made adjustments that were implemented as part of the Remuneration Policy 2026 to strengthen the link between remuneration and performance and ensure strategic alignment and transparency in line with shareholder expectations, while at the same time simplifying the Remuneration Policy overall.

This Policy provides the framework for shareholders to assess and understand how the members of OMV's Executive Board are remunerated. The Policy is aligned with OMV's long-term strategy, current market practice, and OMV's shareholders' views and interests. It follows OMV's core principle of pay for performance.

The Remuneration Committee drew up the Policy, and the Supervisory Board put it to a vote at the AGM. The results of this vote and future votes will be published along with the Policy on www.omv.com. Subject to approval by the AGM, the Policy will be in place for the next four years unless a new or substantially updated Policy is proposed and submitted for a vote to the shareholders in the meantime. The Remuneration Committee reviews and discusses the Policy regularly, in particular based on legal requirements, shareholder feedback, strategy realignments, and market developments, to identify whether changes are needed to support OMV's long-term success.

According to the Internal Rules for the Supervisory Board, the Remuneration Committee spearheads the process of establishing, developing, reviewing, and implementing the Policy. The Remuneration Committee decides on all aspects of the remuneration of the Executive Board and the conditions of its members' service contracts. As the Remuneration Committee deals with matters involving the relationship between OMV and the members of its Executive Board, the Committee does not comprise employee representatives. In addition, the Remuneration Committee is composed in such a way as to ensure sufficient independence, which also contributes to avoiding conflicts of interest. The Internal Rules for the Supervisory Board are in place to deal with the treatment of (potential) conflicts of interest. If Supervisory Board members encounter conflicts of interest, they must immediately disclose these to the Chairman/Chairwoman of the Supervisory Board. If the Chairman/Chairwoman of the Supervisory Board finds themselves in a conflict of interest, they shall immediately notify their deputy/deputies. Executive Board members may, by invitation, attend Remuneration Committee meetings, except when their own remuneration is to be discussed. No Executive Board member is involved in determining their own remuneration.

The Remuneration Committee is empowered to conclude, amend and terminate Executive Board members' service contracts and decide on awarding them elements of fixed and variable remuneration, as well as other benefits. Its Chairman/Chairwoman regularly discusses remuneration issues with shareholders during governance roadshows, for instance. The Remuneration Committee values these exchanges and is committed to ensuring clear and transparent approaches to remuneration. It seeks out different views on OMV's remuneration approach and evaluates proposals for refining the Policy. In order to make appropriate remuneration decisions and to create competitive remuneration packages for Executive Board members, the Remuneration Committee reviews information such as relevant market insights and trends, input from shareholders, and internal data.

Mercer | hkp///group provided advice to the Remuneration Committee as an independent external advisor on remuneration matters and the development and drafting of the Policy.

Remuneration Principles and Consideration of Shareholders' Views

Decisions on the design of the remuneration system, as well as the structure and level of Executive Board members' remuneration, are guided by the following key principles:

Remuneration Principles

Linking performance with remuneration	OMV aims to remunerate Executive Board members at competitive levels and to include a strong performance-related element.
Competitive pay levels	Regular external benchmarking against peer groups, such as European Oil and Gas as well as chemical companies and relevant Austrian industrial companies, ensures that pay levels are competitive.
Strategic alignment	The Executive Board's performance is assessed against both financial and non-financial criteria derived from OMV's strategy. OMV aims to ensure competitive remuneration and benefit packages that best promote and support its strategy.
Maintain qualified talent	OMV continuously monitors market trends and international best practices in order to attract, motivate, and retain the most qualified talent from around the world. OMV's Supervisory Board aims for longer term Executive Board appointments and contracts.
Consistent approach across the workforce	Remuneration is set in accordance with internationally accepted methods for determining market levels or remuneration, and the relevant legal regulations and remuneration trends applicable to OMV's employees are taken into consideration.
Transparency	The remuneration system should be transparently detailed, including performance criteria, target values, and achieved outcomes for each financial year.
Sustainability	To support sustainable corporate development, OMV's environmental and social responsibility should be considered and integrated into the performance criteria.

Key Changes Compared to the Remuneration Policy 2022

Removal of the Equity Deferral
To simplify the remuneration of the Executive Board, the Remuneration Policy 2026 no longer provides for an Equity Deferral of the Annual Bonus. Instead, all long-term variable remuneration is granted in the form of the Long-Term Incentive Plan (LTIP), which is linked to multi-year performance criteria, thereby strengthening the focus on the long-term strategy.

Introduction of Focus Targets in the Annual Bonus
With regard to the Annual Bonus, focus targets with a total weighting of 30% are implemented, which can cover topics such as strategy, operations, and ESG. This change allows for stronger alignment of Executive Board remuneration with strategically relevant short-term objectives.

Limitation of Possibilities for Adjustment of Financial Performance Criteria of the Annual Bonus
The transparency and pay for performance alignment is further strengthened by limiting the possibilities for adjustments and the stronger focus on financial figures as reported in the Annual Bonus. Within the Remuneration Policy 2022, the actual values used to measure the target achievement of the financial performance criteria in the Annual Bonus were adjusted for predefined effects as approved by the Remuneration Committee. Target setting was adjusted for oil and gas price fluctuations as well as changes in the EUR/USD exchange rate (when deviating from the budgeted effects). The Remuneration Policy 2026 limits possible adjustments of the Annual Bonus to two types of specific adjustments only: (i) discretionary adjustments to target achievement for material inorganic activities (e.g., M&A activities, divestments) and (ii) adjustments to threshold, target, and maximum values in the case of a deviation of oil price, gas price, and/or the EUR/USD exchange rate, provided that the Executive Board has taken appropriate actions to mitigate the commodity price and FX risks.

First, the discretionary possibility of the Remuneration Committee to adjust the level of target achievement of the Annual Bonus has been reduced to material inorganic activities. This change enhances the alignment between pay and performance while improving transparency. For inorganic activities exceeding a certain threshold, adjustments of the Annual Bonus may be determined at the discretion of the Remuneration Committee. Second, the Remuneration Committee may adjust the threshold, target, and maximum values of financial performance criteria of the Annual Bonus if oil price, gas price and/or the EUR/USD exchange rate deviate significantly from assumptions made at the time the targets were set – conditional upon the mitigating actions taken by the Executive Board being considered appropriate by the Remuneration Committee. These adjustments are applied only to the extent that deviations exceed a predefined range and may be applied in both directions.

Adjustment of the Target Achievement Curve of the Relative TSR in the LTIP
Furthermore, the target achievement curve for the relative Total Shareholder Return (TSR) is set more ambitiously in order to even further strengthen the pay for performance alignment.

Simplification of Cap Calculation
The former cap of 300% of the target amount in the case of a potential LTIP cash payout has been abolished, as in addition to the individual cap of each variable remuneration element (Annual Bonus and number of LTIP share equivalents), an additional cap for the maximum value of the total direct remuneration (sum of base salary, Annual Bonus, and value of vested LTIP share equivalents) will apply. This additional cap amounts to the sum of the

base salary, 180% of the target amount for the Annual Bonus, and 200% of the target amount for the LTIP.

Harmonization of the Shareholding Requirement for all Executive Board Members

For reasons of simplification, the Remuneration Policy 2026 does not make a distinction between different levels of shareholding requirement for the different roles within the Executive Board anymore: all members of the Executive Board must build up a shareholding equivalent to 100% of their respective base salary – a level in line with market practice.

Removal of the Change of Control Clause

The change of control clause, allowing for accelerated vesting of the LTIP, has also been abolished.

The key changes in the Remuneration Policy 2026 compared to the Remuneration Policy 2022 are presented below:

Remuneration Policy 2022	**Remuneration element**	**Remuneration Policy 2026**
Base salary: 20%-35% Benefits: 0.2%-2% Retirement benefits: 5%-8% Annual Bonus (cash bonus): 20%-30% Annual Bonus (Equity Deferral): 10%-20% LTIP: 15%-40%	Remuneration structure	**Base salary: 25%-35%** Benefits: 0.2%-2% **Retirement benefits: 6%-9%** **Annual Bonus (cash bonus): 25%-35%** **LTIP: 35%-45%**
Fixed base salary, paid in monthly installments	Base salary	Fixed base salary, paid in monthly installments
Target achievement: 0%-180% Performance criteria: ▪ 40% Reported Net Income ▪ 30% Free Cash Flow (before dividends) ▪ 15% Operational target ▪ 15% ESG target Health and Safety Malus (0.8-1.0) Cap: 180% of the target amount	Annual Bonus (cash bonus)	Target achievement: 0%-180% Performance criteria: ▪ 40% Reported Net Income ▪ 30% Free Cash Flow (before dividends) **▪ 30% Focus targets (e.g., strategy, operational, ESG)** Health and Safety Malus (0.8-1.0) Cap: 180% of the target amount
A minimum of 1/3 of the Annual Bonus is allocated in shares and deferred for 3 years after vesting	Annual Bonus (Equity Deferral)	***Removal of the Equity Deferral***
Plan type: Performance Share Plan Performance period: 3 years Target achievement: 0%-200% Performance criteria: ▪ 40% Clean CCS ROACE ▪ 30% Relative TSR (with a target achievement curve ranging from 0% at the 25th percentile, 100% at the median, and a maximum of 200% at the 75th percentile) ▪ 30% ESG targets Health and Safety Malus (0.8-1.0) Cap on the number of shares: 200% Payout cap: 300% of the target amount Payout in cash or shares	Long-Term Incentive Plan (LTIP)	Plan type: Performance Share Plan Performance period: 3 years Target achievement: 0%-200% Performance criteria: **▪ 40% Relative TSR (with a target achievement curve ranging from 0% at the 30th percentile, 100% at the 60th percentile, and a maximum of 200% at the 90th percentile)** **▪ 30% Clean CCS ROACE** ▪ 30% ESG targets Health and Safety Malus (0.8-1.0) Cap on the number of shares: 200% Payout in cash or shares
▪ Company car and accident insurance ▪ Directors' and Officers' (D&O) liability insurance as well as indemnity from claims by third parties ▪ Compensation payment concerning forfeited remuneration to attract suitable individuals to serve on the Executive Board	Benefits	▪ Company car and accident insurance ▪ Directors' and Officers' (D&O) liability insurance as well as indemnity from claims by third parties ▪ Compensation payment concerning forfeited remuneration to attract suitable individuals to serve on the Executive Board
Defined contribution pension schemes using a pension fund	Retirement benefits	Defined contribution pension schemes using a pension fund
Shares equal to 200% of the base salary for the CEO, 175% for the Deputy CEO, and 150% for other Executive Board members	Shareholding requirement	**Shares equal to 100% of the base salary for all Executive Board members**

Remuneration Policy 2022	Remuneration element	**Remuneration Policy 2026**
All variable remuneration elements are subject to malus and clawback provisions in case of adjustment of the approved financial statement as well as in case of serious misconduct.	Malus and Clawback	All variable remuneration elements are subject to malus and clawback provisions in case of adjustment of the approved financial statement as well as in case of serious misconduct.
In case OMV terminates an Executive Board member's appointment and/or service contract early following a change of control, an award under the LTIP shall vest in accordance with the projected target achievement as of the date of the change of control.	Change of Control	***Removal of change of control clause***

Remuneration Policy 2026 for the Executive Board at a Glance

The Remuneration Policy 2026 for the Executive Board is summarized below:

Remuneration Policy 2026 for the Executive Board at a glance

Remuneration element (target range in %)	**Description**	**Purpose and link to strategy**	**Shareholder alignment**
Base salary (≈ 25%–35% of total 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.
Benefits (0.2%–2% of total target remuneration)	Executive Board members receive a company car with the option to use a personal driver or a car allowance, and are eligible for accident insurance. No additional health coverage is granted aside from the statutory Austrian health insurance. Relocation benefits may be granted to individual Board members. In addition, OMV offers Executive Board members Directors' and Officers' (D&O) liability insurance as well as indemnity from claims by third parties. Furthermore, a compensation payment for remuneration forfeited on termination of previous employment may be granted to new Executive Board members.	Provide benefits in line with market practice in order to attract and retain Executive Board members.	The benefits are part of a competitive remuneration package to attract and retain the most qualified individuals to serve as Executive Board members.
Retirement Benefits (≈ 6%–9% 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 received.	The rules governing defined contribution retirement benefits are in line with those offered to OMV employees, ensuring that the remuneration package is 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.

Remuneration Policy 2026 for the Executive Board at a glance

Remuneration element (target range in %)	Description	Purpose and link to strategy	Shareholder alignment
Annual Bonus (≈ 25%–35% of total target remuneration)	Performance is measured based on annual criteria. The award under the Annual Bonus is defined as a target amount in euros in the Executive Board members' service contracts. The payout amount of the Annual Bonus is capped at 180% of the target amount. The Remuneration Committee considers a Health & Safety Malus of 0.8 to 1.0. The Annual Bonus is paid in cash.	Provide variable remuneration based on annual financial performance criteria and focus targets relevant to OMV's strategy and the oil & gas, and chemical industry. The focus targets contain elements such as strategic, operational, and ESG targets, reflecting strategic priorities for the respective financial year.	Performance criteria are closely linked to OMV's strategy and ensure "pay for performance". The payout amount of the Annual Bonus is subject to malus and clawback provisions.
Long-Term Incentive Plan (LTIP) (≈ 35%–45% of total target remuneration)	A Performance Share Plan with a three-year performance period is used. The final number of shares that vest depends on the achievement of financial and non-financial performance criteria and is capped at 200% of the granted number of share equivalents; it is further subject to a cap on the maximum direct remuneration. The Remuneration Committee considers a Health & Safety Malus of 0.8 to 1.0.	Promote medium- and long-term value creation at OMV. Performance is measured against key performance criteria linked to OMV's strategy and shareholder returns. The LTIP also seeks to prevent inappropriate risk taking and to encourage long-term retention of and ownership by Executive Board members.	The LTIP aligns with the interests of Executive Board members and shareholders, ensures pay for performance, and fosters an equity culture by granting OMV shares subject to performance criteria, focusing on financial performance as well as progress toward OMV's ESG goals (always considering greenhouse gas emissions reduction). The payout amount of the LTIP is subject to malus and clawback provisions.
Shareholder Requirement	Shares equal to 100% of the base salary for all Executive Board members.	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. The potential impact on Executive Board members' personal assets creates an effect comparable to malus and clawback.
Clawback	All variable remuneration elements are subject to malus and clawback provisions.	The malus and clawback provisions allow the adjustment of outstanding remuneration and/or the reclaim of remuneration already paid out in the event of clawback events.	These provisions promote long-term commitment and responsibility for decisions and actions even after the end of performance periods and contracts.

Structure of the Executive Board Remuneration

The remuneration of the Executive Board members at OMV consists of fixed and variable elements as well as benefits. Each Executive Board member receives a remuneration package comprising a base salary, pension contributions, and non-cash benefits as fixed, non-performance-related remuneration and an Annual Bonus and an LTIP as variable, performance-related remuneration.

The majority of the Executive Board members' target remuneration is granted in the form of variable remuneration. In accordance with the applicable requirements and recommendations of the Austrian Code of Corporate Governance (ACCG), most of the variable remuneration is based on multi-year performance through the LTIP.

The split between base salary, Annual Bonus, and LTIP should generally be 30% : 30% : 40% of target direct remuneration (without taking into account benefits and pension contributions). Each variable remuneration element (Annual Bonus and LTIP) is capped as described in this Policy. In addition, the maximum direct remuneration (sum of base salary, Annual Bonus, and value of vested LTIP share equivalents) is capped at the sum of the base salary, 180% of the target amount for the Annual Bonus, and 200% of the target amount for the LTIP.

Overview of the Executive Board remuneration

Remuneration component		Share of total target remuneration (in %)
Performance-related remuneration	Long-Term Incentive Plan (LTIP)	35–45
	Annual Bonus	25–35
Non-performance-related remuneration	Base salary	25–35
	Pension contributions	6–9
	Benefits	0.2–2

All Executive Board members

Base Salary

Executive Board members receive a fixed, contractually agreed annual base salary, which is generally paid out in 14 equal installments within a calendar year as is market practice in Austria.

The base 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 & gas, and chemical companies of a comparable size and comparable Austrian companies. Remuneration is set at appropriate yet competitive levels.

Benefits

Executive Board members receive customary fringe benefits. These include a company car with the option to use a personal driver, or a car allowance. Executive Board members are eligible for accident insurance. No additional health coverage is granted aside from the statutory Austrian health insurance.

Relocation benefits may be granted to individual Board members.

Compensation Payments

Furthermore, remuneration in the amount of variable remuneration forfeited on termination of previous employment may be granted to newly appointed members of the Executive Board.

D&O insurance

(Directors' and Officers' liability insurance)

OMV has purchased D&O insurance that applies across the Group. The expenses are borne by OMV. This insurance covers Executive Board members, Supervisory Board members, and selected OMV employees (executives).

Coverage is provided for the legal liability of insured persons for financial losses resulting from breach of duty while carrying out their responsibilities.

Indemnity

OMV also indemnifies the Executive Board and officers of the Company's direct and indirect subsidiaries, to the extent legally permitted, against claims by third parties with respect to acts they perform while exercising their duties, except in cases of willful intent or gross negligence.

Retirement Benefits

All members of the Executive Board are entitled to participation in a defined contribution pension scheme, thus limiting the risks borne by OMV. OMV 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. Annuitization is in accordance with the pension fund's approved business plan. OMV is not liable for any pension payments; this is the responsibility of the pension fund.

Details of the Annual Bonus

The Annual Bonus rewards financial performance, operational excellence, and strategy implementation, as well as OMV's sustainable corporate development. At most, the payout may amount to 180% of the target amount defined in the Executive Board members' service contracts. The actual payout amount depends on the target achievement of financial and focus targets. The focus targets contain a maximum of three targets, covering

Annual Bonus

Target amount x **Performance criteria** (Target achievement: 0-180%; **40% Reported Net Income** **+ 30% Free Cash Flow** (before dividends) **+ 30% Focus targets** (e.g. strategy, operational, ESG)) x **Health & Safety Malus** (0.8–1.0) = **Payout in cash** (Cap: 180% of target amount) relevant topics in areas such as strategy, operations, and ESG. Additionally, the Remuneration Committee applies a Health & Safety Malus to the overall performance based on a predefined set of criteria.

Performance Criteria

The applicable performance criteria are defined as described in the table below. They flesh out OMV's strategy and serve to help achieve long-term value creation.

Performance criteria of the Annual Bonus

Area	Criteria	Link to strategy and long-term development	Typical weighting
Financial performance criteria	Reported Net Income	Reported Net Income is a bottom-line KPI that helps investors to understand OMV's operational and financial performance and thus reflects the financial goals integral to OMV's strategy.	40%
	Free Cash Flow (before dividends)	Free cash flow is the most important KPI for adhering to a progressive dividend policy while at the same time safeguarding OMV's financial flexibility to continue with investments aimed at increasingly shifting the Company's portfolio toward low- and zero-carbon products.	30%
Focus targets	The Remuneration Committee determines a maximum of three focus targets for each year's Annual Bonus, focusing on currently relevant topics that cover areas such as strategy, operations, or ESG.	The focus targets shall reflect strategic priorities for the financial year.	30%
Health & Safety Malus	Based on predefined criteria (e.g., fatalities, Total Recordable Injury Rate (TRIR)), a Health & Safety Malus of between 0.8 and 1.0 (i.e., a reduction of the payout amount by up to 20%) is applied to the overall target achievement. In the event of an extraordinary, severe incident, the Remuneration Committee may reduce the Health & Safety Malus to zero.	The Health & Safety Malus takes into account OMV's commitment to health and workplace safety and reflects its responsibility, as a global player, for meeting these challenges, which are also addressed in its "ZERO harm – NO losses" vision.	

At the beginning of each financial year, the Remuneration Committee specifies the weighting of the performance criteria and defines the focus targets in line with the strategic priorities.

Pursuant to C-rules 27 and 28 of the ACGC, measurable performance criteria are defined in advance for the Annual Bonus as a variable remuneration element and may not be changed thereafter. Given the volatility of commodity prices, FX rates, and market conditions inherent to the industry, the Remuneration Committee may adjust the threshold, target, and maximum values of financial performance criteria if oil and gas prices and/or the EUR/USD exchange rate deviate significantly from assumptions made when the targets were set and conditional upon the mitigating actions taken by the Executive Board being considered appropriate by the Remuneration Committee. The respective values are only adjusted in the amount that exceeds a predefined range, whereby adjustments can be made in both directions.

The Remuneration Committee is also allowed to adjust actual target achievement levels for effects resulting from material inorganic activities that exceed a certain threshold and were not adequately considered in the planning for the respective financial year. These adjustments are decided by the Remuneration Committee on a discretionary case-by-case basis. Adjustments, if any, are transparently disclosed in the Remuneration Report for the respective financial year.

Determination of Payout Amount and Vesting

The actual Annual Bonus amount depends on the degree to which each performance criterion has vested. This is determined by comparing the actual results with the defined targets expressed as a percentage. Vesting generally occurs on a straight-line basis between the threshold and target value as well as between the target value and the maximum. The weighted sum of the target achievement of each performance criterion results in the overall target achievement. The actual target achievement is, where appropriate, validated by an independent auditor.

The vesting levels for the performance criteria are shown in the table below:

Level of vesting

Criteria	Performance	Vesting
All performance criteria applicable to the Annual Bonus	Maximum	180%
	Target	100%
	Threshold	50%
	Below threshold	0%

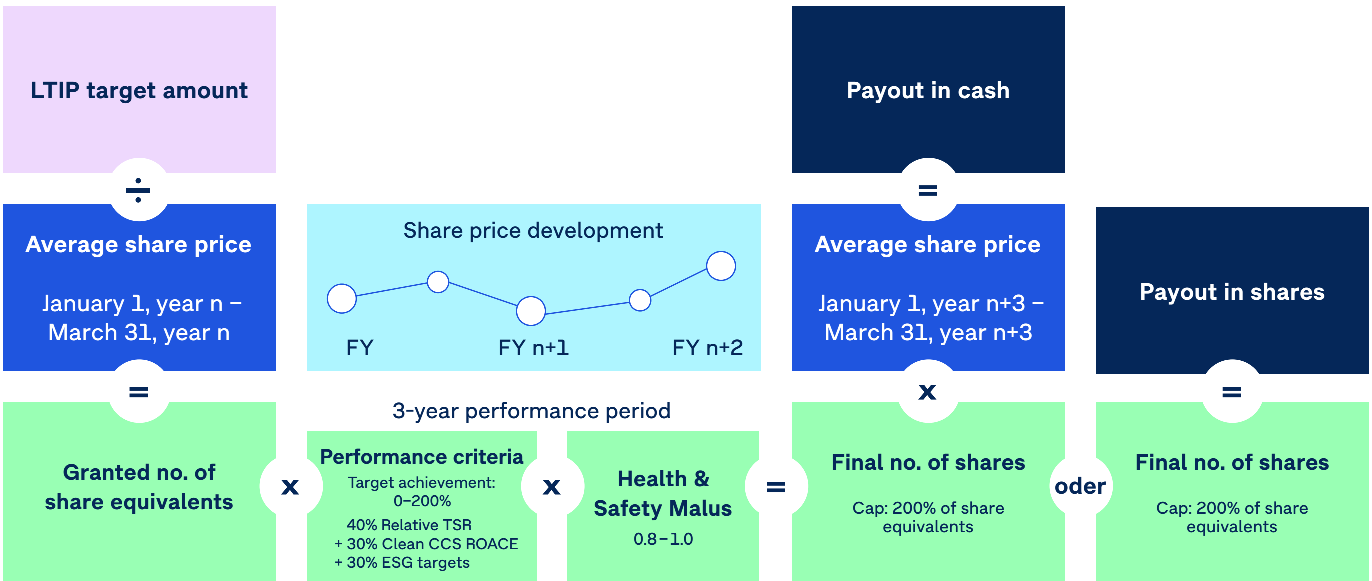
Furthermore, the Remuneration Committee applies a Health & Safety Malus of between 0.8 and 1.0 (i.e., a reduction of the pay-out amount by up to 20%) to the overall target achievement based on predefined criteria, such as fatalities and TRIR (Total Recordable Injury Rate). In the event of an extraordinary, severe incident with health, safety, security, or environmental impacts (or several such incidents), the Remuneration Committee may further reduce the Health & Safety Malus at its discretion and, if necessary, even down to zero.

Details of the Long-Term Incentive Plan (LTIP)

The LTIP is a long-term remuneration instrument for the members of the Executive Board that promotes medium- and long-term value creation at OMV.

The LTIP seeks to align the interests of the Executive Board and shareholders by granting OMV shares that are linked to key performance criteria, thereby promoting OMV's medium- and long-term strategy. The target amount of the LTIP is defined in the respective service contracts of the Executive Board members. With the abolishment of the Equity Deferral, the target amount of the LTIP was increased by the respective amount.

Long-Term Incentive Plan (LTIP)



The LTIP target amount for each Executive Board member is converted into a number of share equivalents by dividing the LTIP target amount by OMV's average share price (= closing price of the Vienna Stock Exchange) over the three-month period from January 1 to March 31 of the grant year. The LTIP usually vests on March 31 of the year following the three-year performance period.

Performance Criteria

The performance criteria are agreed at the beginning of the three-year performance period and assessed after the end of this period. Weightings for the respective performance criteria are reviewed before the start of the performance period and may be adjusted by the Remuneration Committee at the beginning of the performance period in the event of changes in OMV's strategic priorities.

Performance criteria of LTIP

Criteria	Link to strategy and long-term development	Typical weighting
Relative Total Shareholder Return (TSR)	Assessment of the relative value creation for the shareholders. It is a common performance criterion, which allows for a direct comparison of OMV's performance with other oil & gas, and chemical companies.	40%
Clean Current Cost of Supply (CCS) **return on average capital employed** (ROACE), calculated as Net Operating Profit after tax, adjusted for the after-tax effect of special items and CCS, divided by the average capital employed. Adjustments may be made for material inorganic activities (e.g., M&A, divestments) approved by the Remuneration Committee and disclosed in the Remuneration Report.	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.	30%
ESG targets	A list of criteria for ESG targets 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 respective LTIP tranche. GHG emissions reduction shall generally constitute a target in the LTIP.	30%
Health & Safety Malus	Based on predefined criteria (e.g., fatalities, TRIR), a Health & Safety Malus of between 0.8 and 1.0 (i.e., a reduction of the payout amount by up to 20%) is applied to the overall target achievement. In the event of an extraordinary, severe incident with health, safety, security, or environmental impacts (or several such incidents), the Remuneration Committee may reduce the payout to zero. The Health & Safety Malus considers OMV's commitment to health and workplace safety.	

The TSR is the change in the value of an investment in a company over a given period expressed as a percentage and is calculated as the performance of the company's share price over a given period plus the value of dividends paid out over the period, assuming they are reinvested in the company's shares.

To reduce the effect of volatility on the share price, the TSR is averaged over the three months before the start of the performance period and the three months before the end of the performance period. In the case of corporate events in OMV or in the peer group – such as mergers and acquisitions, share splits, or the issuance of additional shares – the TSR is calculated for each period independently prior to and after the corporate event. The relative TSR is measured against a well-balanced peer group of oil & gas, and chemical companies (currently BASF, BP, ENI, Equinor, Galp Energia, LyondellBasell, MOL, Neste, Repsol, Shell, Solvay, and TotalEnergies). If necessary (e.g., in the event of changes in OMV's strategic orientation, mergers and acquisitions, or the delisting of peer companies), the peer companies may be adjusted to guarantee a fair and well-balanced incentive.

The Remuneration Committee selects ESG targets and their weighting for each LTIP tranche from an OMV-specific list of criteria aligned with the Sustainability Strategy. These targets and their weightings are published in the Remuneration Report for the respective grant year.

List of ESG criteria

Environmental		Social		Governance
Climate change	**Natural Resources Management**	**Health, Safety, and Security**	**People**	**Ethical Business Practices**
GHG Emissions Reduction	Circular Economy	Health, Security, and Well-Being	Human Rights	Economic Impacts and Business Principles
Energy Transition	Environment	Security, Emergency, and Crisis Resiliance	Diversity, Equity, and Inclusion	Supply Chain
			Employees	
			Communities	

Determination of Payout Amount and Vesting

Following the three-year performance period, the final payout amount or the final number of shares respectively depends on the degree to which each performance criterion has vested. This is determined by comparing the actual results with the defined targets expressed as a percentage. Vesting generally occurs on a straight-line basis between the threshold and target value as well as between the target and maximum value. The weighted sum of the target achievement of each performance criterion results in the overall target achievement. The actual target achievement is, where appropriate, validated by an independent auditor.

The vesting levels for the performance criteria are shown in the table below:

Level of vesting

Criteria	Performance	Vesting
Clean CCS ROACE and ESG targets	Maximum	200%
	Target	100%
	Threshold	50%
	Below threshold	0%
Relative TSR	Maximum: at or above 90th percentile	200%
	Target: at 60th percentile	100%
	Threshold: at or below 30th percentile	0%

For the clean CCS ROACE in analogy to the Annual Bonus, the Remuneration Committee is allowed to adjust actual target achievement levels for effects resulting from material inorganic activities that were not adequately considered in the planning for the respective LTIP tranche. These adjustments are possible in both directions and decided by the Remuneration Committee on a discretionary case-by-case basis. Any adjustments are transparently disclosed in the Remuneration Report for the respective financial year.

As for the Annual Bonus, a Health & Safety Malus of between 0.8 and 1.0 (i.e., a reduction of the payout amount by up to 20%) is applied by the Remuneration Committee to the overall target achievement based on predefined criteria, such as fatalities and TRIR (Total Recordable Injury Rate). In the event of an extraordinary, severe incident with health, safety, security, or environmental impacts (or several such incidents), the Remuneration Committee may further reduce the Health & Safety Malus at its discretion and, if necessary, even down to zero.

A cap of 200% of the granted number of share equivalents is applicable to the final number of vesting shares. The LTIP is generally settled in shares. If the shareholding requirement (see section “Shareholding requirement”) is not fulfilled, the payment will be automatically made in the form of shares until the required threshold has been reached. Once the shareholding requirement is fulfilled, the LTIP is paid out in cash.

Cash Payment in Lieu of Shares

The Remuneration Committee may decide and, where necessary, agree with the Executive Board members that a cash payment (in lieu of a share transfer) shall be made to the Executive Board members (e.g., by converting the claim for shares into a monetary claim) in the event a share transfer under share transfer programs to Executive Board members is or was not possible (in time) for factual or legal reasons.

Malus and Clawback

In accordance with Section 78 (1) AktG, the Remuneration Committee evaluates the fulfillment of the performance criteria and the degree of the target achievement to determine whether the resulting remuneration levels are proportionate to the responsibilities and performance of the individual Executive Board member, the Company's position, and customary remuneration, as well as whether the remuneration levels create long-term performance incentives for the Company's sustainable development.

Both the Annual Bonus and the LTIP are subject to malus and clawback provisions, which, under certain circumstances, allow outstanding remuneration to be adjusted ("malus") and/or remuneration already paid to be reclaimed ("clawback"). In the case of a clawback, cash or Company shares granted under the Annual Bonus or the LTIP are reduced or must be repaid upon the Remuneration Committee's request. This approach promotes long-term commitment as well as responsibility for and ownership of decisions and actions even after the performance periods of variable remuneration elements have ended.

The following are considered clawback events: adjustment of approved financial statements due to a mistake, material failure of risk management that leads to significant losses, and a serious breach of the Executive Board members' duties. Furthermore, if any payout in cash or shares is based on incorrect data, the Executive Board members must return or repay any remuneration received due to such calculation errors.

Shareholding Requirement

In general, Executive Board members are required to accumulate appropriate shareholdings in OMV and hold these shares until their departure. The shareholding requirement is defined as 100% of the annual gross base salary.

Shares granted to Executive Board members under the LTIP count toward this shareholding requirement after vesting and transfer to the beneficiary. The LTIP payout is generally carried out in shares as long as the shareholding requirement is not fulfilled.

Summary of Remuneration-Related Legal Transactions

Conditions Governing Contract Termination and Outstanding Entitlements

The members of OMV's Executive Board are employed in accordance with their appointment under corporate law on the basis of the respective service contracts made with OMV, which are governed by Austrian law.

The initial appointments and service contracts of the Executive Board members generally last for a period of three years, with the possibility to extend the terms of office up to a maximum of five years. Reappointments may be made for the maximum legal term of five years.

OMV's Supervisory Board may revoke the appointment of an Executive Board member and terminate their service contract for cause as specified by law or contract. The contractually specified reasons are governed by the causes for termination set forth in Section 75 (4) AktG. If the appointment is revoked and/or if the service contract is terminated for cause pursuant to a no-confidence vote by the AGM, a four-week notice period applies in accordance with the service contract, and the Executive Board member shall receive severance payment equivalent to the amount of their fixed salary for the remaining contractual period, capped at twelve months (including the four-week notice period). The same severance payment rule applies if the causes for termination by OMV involve no fault on the part of the Executive Board member (e.g., disability or long-term illness).

Executive Board contracts concluded before 2026 provide that the service agreement may be ordinarily terminated by either party with six months' notice. In the event of such termination of the contract by OMV without good cause, the Board member is entitled to severance pay equal to the applicable fixed salary for the remaining term of the contract, capped at 18 months. Executive Board contracts for new appointments concluded from 2026 onwards no longer provide for such an ordinary termination option.

All entitlements are generally determined on a pro rata basis and may become due upon termination. Pension fund contributions end at the latest when the respective Executive Board member's service contract ends, regardless of the reason. In terms of LTIP awards, the rules that apply when Executive Board members leave the Company are set forth below:

Treatment of LTIP entitlements of Executive Board members leaving the Company

Reasons	Entitlement
a) Leaving prematurely as a "Bad Leaver" (Section 75 (4) AktG and Section 27 Austrian Employees Act, or termination by the Executive Board member without cause).	Unvested awards are forfeited.
b) Leaving as a "Good Leaver"	Unvested awards are allocated according to the plan terms.
c) Retirement, permanent disability	Unvested awards are allocated according to the plan terms.
d) Death	Unvested awards are determined and settled in cash as of the date of death. The amount is calculated based on actual performance up to the date of death plus budgeted/medium-term planning figures for the remaining plan term.

Post-Contractual Non-Compete Provisions

If an Executive Board member is subject to a strict post-contractual non-compete provision, a remuneration payment up to the amount of the fixed salary may apply for the duration of the post-contractual non-compete period.

Approaches to Remuneration of Other Employees and Consideration of Overall Remuneration and Employment Conditions

A specific aim of the Supervisory Board is to promote and maintain good relationships and ongoing dialogue with employee representatives. It also consults with them on matters relating to the Executive Board's remuneration whenever required. In their capacity as members of the Supervisory Board, the employee representatives are informed of the Policy. Feedback regarding executive pay is directed to the Remuneration Committee.

The conditions governing the pay (in terms of both structure and budgets) and employment of the wider OMV workforce were taken into account in that the performance, pay, and benefits philosophy applicable to employees were applied to the Executive Board as well. This means that the remuneration principles applicable to the Executive Board as set forth above also apply to employees in adapted form. In general, OMV's Remuneration Policy is designed to be highly competitive in the labor markets relevant to the oil & gas and chemical industry. This is ensured by conducting yearly salary reviews. Furthermore, the pay packages include a balanced and transparent mixture of fixed and variable, monetary and non-monetary elements. Remuneration levels are market oriented, fair, and commensurate with employees' position and know-how.

The benefits portfolio is tailored to each country in which OMV operates to meet the needs of local employees.

Selected employees among the Group's senior management are eligible for the LTIP as well as for bonus programs. OMV also offers bonus systems for employee groups that vary from country to country.

Options for Deviating from the Policy

Under special and extraordinary circumstances, the Company may temporarily deviate from the Remuneration Policy in accordance with Section 78a (8) AktG and under the conditions as laid down in this Remuneration Policy. Generally, exceptional circumstances are only situations in which a deviation from the Remuneration Policy is necessary for the long-term development of the Company or to ensure its profitability, for example in the event of a severe financial or economic crisis. Explicitly, unfavorable market developments are not considered special and extraordinary circumstances that would justify a deviation.

The necessity of such a temporary deviation is reviewed and assessed by the Remuneration Committee. Based on its findings, the Remuneration Committee determines the necessity of any deviations in the form of a resolution.

Even in the event of a deviation from the Remuneration Policy, the remuneration of the Executive Board must be geared toward the long-term, sustainable development of OMV and take into account the Company's overall situation as well as the Executive Board's performance.

Subject to a corresponding resolution by the Remuneration Committee, the option to deviate temporarily is limited to the following elements:

- The structure of the target remuneration may be changed over and above the foregoing ranges.
- The performance criteria of variable remuneration elements may be reviewed.
- Performance periods may be shortened or extended to match the Company's strategic direction.
- Vesting conditions (threshold, target, and maximum values) of variable remuneration elements may be modified.

If the possibility of a temporary deviation has been exercised, the reasons for this and the remuneration elements affected by the deviation must be explained in the Remuneration Report.

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