

OMV Aktiengesellschaft

Corporate register number: 93363z

ISIN: AT0000743059

Document for the Annual General Meeting to be held on May 27, 2026**Agenda and resolution proposals:**

- 1. Submission of the adopted Financial Statements 2025 including the Directors' Report, the (consolidated) Corporate Governance-Report, the (consolidated) Payments to Governments Report, the Group Financial Statements 2025 including the Group Directors' Report, the proposal for the appropriation of the balance sheet profit as well as the Supervisory Board Report for the financial year 2025.**

No resolution shall be taken in respect of this agenda item.

- 2. Resolutions on the appropriation of the balance sheet profit reported in the Financial Statements 2025.**

"The Annual Financial Statements of OMV Aktiengesellschaft as of December 31, 2025, show a balance sheet profit of EUR 1,663,404,427.83.

- a) The Executive and the Supervisory Board propose that from such balance sheet profit, a regular dividend of EUR 3.15 per share entitled to receive dividends shall be distributed, which is due and payable on June 11, 2026, and – taking into account the resolution on the additional dividend – the remaining amount shall be carried forward to new account.
- b) The Executive and the Supervisory Board propose that from such balance sheet profit, an additional dividend of EUR 1.25 per share entitled to receive dividends shall be distributed, which is due and payable on June 11, 2026, and – taking into account the resolution on the regular dividend – the remaining amount shall be carried forward to new account."

- 3. Resolution on the discharge of the members of the Executive Board for the financial year 2025.**

"The Executive Board and the Supervisory Board propose granting discharge to the persons having served as members of the Executive Board during the financial year 2025 with respect to this period."

- 4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2025.**

"The Executive Board and the Supervisory Board propose granting discharge to the persons having served as members of the Supervisory Board during the financial year 2025 with respect to this period."

- 5. Election of the auditor, the Group auditor and the auditor of the consolidated sustainability reporting for the financial year 2026.**

"The Supervisory Board proposes to elect KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Wien, as auditor and Group auditor as well as auditor of the consolidated sustainability reporting for the financial year 2026."

6. Resolution on the Remuneration Report for the Executive Board and the Supervisory Board.

“The Executive Board and the Supervisory Board propose that the Remuneration Report for the Executive Board and the Supervisory Board is adopted. The Remuneration Report for the Executive Board and the Supervisory Board is attached to this resolution proposal as Annex ./1 and is made available on the Company’s website registered with the Commercial Register.”

Explanation:

The vote is of a recommendatory nature. No legal challenge is possible.

7. Resolution on the Remuneration Policy for the Executive Board.

“The Supervisory Board proposes that the Remuneration Policy regarding the principles for the remuneration of the members of the Executive Board is adopted. The Remuneration Policy for the Executive Board is attached to this resolution proposal as Annex ./2 and is made available on the Company’s website registered with the Commercial Register.”

Explanation:

The vote is of a recommendatory nature. No legal challenge is possible.

8. Elections to the Supervisory Board.

“The Supervisory Board proposes to elect from the end of this Annual General Meeting

- a) Edith Hlawati until the end of the Annual General Meeting voting on the discharge for the financial year 2026;
- b) Patrick Lammers until the end of the Annual General Meeting voting on the discharge for the financial year 2028;
- c) Andreas Klauser until the end of the term of office of the resigning Supervisory Board member Mr. Robert Stajic, that is until the end of the Annual General Meeting voting on the discharge for the financial year 2027; and
- d) Ahmed El-Hoshy until the end of the term of office of the resigning Supervisory Board member Mr. Khaled Salmeen, that is until the end of the Annual General Meeting voting on the discharge for the financial year 2026,

as members of the Supervisory Board.”

Explanation:

The Supervisory Board of the Company consists of ten members elected by the General Meeting (capital representatives) and five nominated employee representatives.

The appointments of Ms Edith Hlawati and Mr Patrick Lammers expire with the end of the General Meeting on May 27, 2026. In addition, Mr Robert Stajic as well as Mr. Khaled Salmeen have informed the Company of their resignation as a member of the Supervisory Board with effect from the end of the General Meeting on May 27, 2026, in each case.

Therefore, four Supervisory Board members are to be elected by the General Meeting to keep the number of ten elected members of the Supervisory Board.

The Company falls within the scope of Section 86 para 7 Austrian Stock Corporation Act. Pursuant to Section 86 para 9 Austrian Stock Corporation Act for this election an objection was raised against the joint fulfillment so that the minimum quota of 30% women and 30% men must be fulfilled separately by the capital representatives on the Supervisory Board. Therefore, based on a number of ten capital representatives on the Supervisory Board of the Company at least three seats of the capital representatives, need to be held by women and men, respectively.

Currently, seven seats of the capital representatives are held by men and three seats of the capital representatives are held by women. Due to the expiry of the appointment of Ms Edith Hlawati, at least one woman must be proposed in the present election proposal, in order to comply with the minimum quota requirement pursuant to Section 86 para 7 Austrian Stock Corporation Act.

Each person proposed to be elected to the Supervisory Board has submitted a declaration pursuant to Section 87 para 2 Austrian Stock Corporation Act and has, in particular, declared that

- 1. he/she is not aware of any circumstances which could give cause for concern about his/her bias;*
- 2. in accordance with Section 87 para 2a sentence 3 Austrian Stock Corporation Act he/she has not been convicted by a court of law of any criminal offence which calls his/her professional reliability into question, and*
- 3. there are no impediments to appointment within the meaning of Section 86 para 2 and 4 Austrian Stock Corporation Act.*

In making this proposal, the Supervisory Board has – in accordance with Section 87 para 2a Austrian Stock Corporation Act – considered the professional and personal qualifications of the Supervisory Board members and a professionally balanced composition of expertise in the Supervisory Board and has given appropriate consideration to diversity aspects in the Supervisory Board with respect to the representation of both genders and the age structure as well as the internationality of the members.

9. Resolution on the amendment of the Articles of Association in Art 3 para 4, Art 15 para 6 and Art 22 para 1.

"The Executive Board and the Supervisory Board propose to amend the Articles of Association in Art 3 para 4, Art 15 para 6 and Art 22 para 1 as follows:

Art 3 para 4 is deleted without replacement.

Art 15 para 6 second sentence is amended and reads as follows:

'With respect to the committee responsible for decisions in matters affecting relationships between the company and members of the Executive Board, it shall have a quorum if, in addition, all members of the Supervisory Board elected by the General Meeting which do not attend the meeting, are represented.'

Art 22 para 1 is amended and the provision reads as follows:

'Every shareholder who holds shares of the company at the end of the 10th day preceding the date of the General Meeting (record date) shall be entitled to participate in the General Meeting. Proof thereof shall be furnished to the company on the third working day preceding the General Meeting at the latest. Such proof shall have been received by the company at the address notified in the notice convening the General Meeting within the time period mentioned, unless a later time is determined in the notice convening the General Meeting. The confirmation issued by the bank managing the securities account having its seat in a member state of the European Economic Area or in a full member state of the OECD, or by the custodian investment firm managing the securities account having its seat in a member state of the European Economic Area shall serve as proof (deposit confirmation). The deposit confirmation shall not be older than seven days at the time it is presented to the company. In the notice convening the General Meeting, the Executive Board can determine that the proof to be furnished is to be transmitted to a bank commissioned by the company. Proof shall be furnished in German or in English, text form is sufficient. The detailed requirements for submitting the deposit confirmations shall be notified together with the notice convening the General Meeting. The notice convening the General

Meeting can provide for the route for communication of deposit confirmations to be by telefax or email (and the electronic format can be further specified in the notice convening the General Meeting). The content of the deposit confirmation to be issued is governed by sec. 10a of the Austrian Stock Corporation Act. The company shall be entitled but not obligated to verify whether the proof thus furnished is correct.'

Explanation:

The proposed amendments to the Articles of Association serve, with regard to Art 3 para 4, as a clean-up after the authorization of the Executive Board to increase the share capital from authorized capital has expired. With regard to Art 15 para 6, the amendment is intended to simplify attendance criteria for the respective committee, and with regard to Art 22 para 1, it clarifies that also deposit confirmations issued by investment firms, as well as those in text form, are sufficient.

OMV



Remuneration Report 2025

Remuneration Report

FOR THE EXECUTIVE BOARD AND SUPERVISORY BOARD OF OMV AKTIENGESELLSCHAFT

The Remuneration Report for the Executive Board and the Supervisory Board of OMV Aktiengesellschaft ("OMV" or the "Company") for the 2024 financial year was submitted to the Annual General Meeting on May 27, 2025, in accordance with Section 78d (1) Stock Corporation Law (AktG) and adopted with a majority of 97.8% of the valid votes cast.

The Remuneration Report 2025 was prepared by the Executive Board and the Supervisory Board in accordance with Section 78c in conjunction with Section 98a AktG and presents the specific application of the Remuneration Policy for the Executive Board and the Supervisory Board for the 2025 financial year. The Remuneration Report 2025 is submitted to the Annual General Meeting 2026 for a vote.

As in previous years, the feedback from investors of OMV was taken into account to ensure a transparent and detailed disclosure of the Executive Board and Supervisory Board remuneration in the Remuneration Report 2025, which is in line with legal requirements and the expectations of the investors.

The 2025 financial year at a glance

In 2025, OMV delivered a solid set of results despite a challenging market environment, proving again the strength and robustness of its integrated business model. At the same time, OMV has reached important milestones in the implementation of its Strategy 2030 and the corresponding transformation process. Considerable progress was made in the formation of Borouge Group International, through which OMV and ADNOC aim at establishing a global leader in polyolefins. With the Neptun Deep gas development project of OMV Petrom in the Black Sea a significant contribution to the security of the energy supply in Europe will be made. Furthermore, innovative, sustainable initiatives like the 140 MW electrolyzer plant in Bruck an der Leitha (Austria) were launched.

Strategy 2030

OMV published its Strategy 2030 in March 2022 and held a Capital Markets Update in October 2025. OMV's goal is to transform into an integrated sustainable chemicals, fuels, and energy company. A fundamental part of its strategy is the ambition to become a net zero emissions company by 2050. The Group will carefully balance investments in new areas while optimizing the traditional business operations, recognizing its responsibility to be a reliable supplier.

Financial performance and amount of total remuneration in the 2025 financial year

In 2025, OMV achieved a strong Clean Current Cost of Supply (CCS) Operating Result of EUR 4.6 bn (2024: EUR 5.1 bn). Cash flow from operating activities including net working capital effects remained significant, amounting to EUR 5.2 bn (2024: EUR 5.5 bn), and organic free cash flow totaled EUR 1.5 bn (2024: EUR 2.0 bn). The leverage ratio was 14%. This solid financial performance is showcasing the robustness of the integrated business model and OMV's commitment to delivering attractive shareholder returns.

This solid performance of OMV is also reflected in the target achievement of the Annual Bonus at 150.2%. Over the long-term, the LTIP 2023-2025 also performed above target at 152.8%, driven by a strong share price performance relative to the peer group at the end of the performance period, coupled with a strong financial development. As a result, the total remuneration due to the Executive Board members for the 2025 financial year is significantly higher than in the 2024 financial year.

Departure of Daniela Vlad, Executive Vice President Chemicals

In the 2025 financial year, Daniela Vlad stepped down from the Executive Board by mutual agreement as of February 28, 2025. Martijn van Koten, responsible for the division Fuels & Feedstock, has been heading the Chemicals division on an interim basis since March 1, 2025.

Remuneration of the Executive Board

Main features of the Remuneration Policy 2022 for the Executive Board

In accordance with Section 78b (1) AktG, the Remuneration Policy 2022 was presented to the Annual General Meeting and adopted with 96.98% of the valid votes cast.

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

Remuneration Policy 2022 for the Executive Board at a glance

Remuneration element (target range in %)	Description	Purpose and link to strategy	Shareholder alignment
Base salary (≈ 20%–35% of overall target remuneration)	Salary levels take into account the responsibilities and performance of each member of the Executive Board, the position of OMV, and common levels of remuneration in European Oil and Gas as well as chemical companies of a comparable size and comparable Austrian companies. Remuneration is set at competitive levels.	Provide a fixed level of earnings reflecting the scale and complexity of the business as well as the roles and responsibilities of each Executive Board member, ensuring competitiveness.	Competitive remuneration to attract, retain, and motivate the most qualified managers to lead the Company in the best interests of the shareholders.
Annual Bonus (Cash Bonus) (≈ 20%–30% of overall target remuneration)	Performance is measured based on annual criteria. "Award" is defined as a Target Annual Bonus in EUR in the Executive Board service contracts and is capped at 180% of Target. The Remuneration Committee considers a Health & Safety Malus of between 0.8 and 1.0. A maximum of two-thirds of the Annual Bonus is paid in cash (Cash Bonus).	Provide variable remuneration based on annual financial and non-financial performance criteria relevant to OMV's strategy as well as the Oil and Gas and chemical industry. Performance is measured against financial and operational targets as well as ESG criteria, e.g., Greenhouse Gas (GHG) emissions reduction.	Performance criteria are closely linked to OMV's strategy, ensure pay for performance, and foster an equity culture. The Equity Deferral serves – in addition to the LTIP – as a long-term remuneration instrument for the members of the Executive Board, promoting both retention and alignment with shareholder interests at OMV.
Annual Bonus (Equity Deferral – Long-Term Component) (≈ 10%–20% of overall target remuneration)	A minimum of one-third of the Annual Bonus is allocated in shares and deferred for three years after vesting (Equity Deferral). The percentage breakdown into cash and share components is defined in the respective Executive Board service contracts.		All payouts are subject to malus and clawback provisions.
Long-Term Incentive Plan (≈ 15%–40% of overall target remuneration)	A Performance Share Plan is used. The number of shares that vest depends on the achievement of financial and non-financial performance criteria. The number of shares finally awarded is capped at 200% of the Target Long-Term Incentive (Target LTI). Each annual award is subject to a performance period of three years. The Remuneration Committee has the discretion to adjust the overall target achievement through a Health & Safety Malus between 0.8 and 1.0.	Promote medium- and long-term value creation at OMV. Performance is measured against key criteria linked to OMV's strategy and shareholder returns. The plan also seeks to prevent inappropriate risk-taking and to encourage long-term retention of and ownership by Executive Board members.	Align the interests of Executive Board members and shareholders, ensure pay for performance, and foster an equity culture by granting OMV shares subject to performance criteria focusing on financial performance as well as progress towards OMV's ESG goals (always considering GHG emissions reduction). Payouts are subject to malus and clawback provisions.
Benefits (0.2%–2% of overall target remuneration)	Executive Board members receive a company car and are eligible for accident insurance. No additional health insurance coverage aside from the Austrian public health system.	Provide benefits in line with market practice in order to attract and retain Executive Board members.	Part of a competitive remuneration package to attract and retain the most qualified individuals to serve as Executive Board members.
Retirement Benefits (≈ 5%–8% of overall target remuneration)	Defined contribution pension schemes are granted using a pension fund. Available capital in the pension fund determines the level of pension. The statutory retirement age in Austria is the retirement age.	The rules governing defined contribution retirement benefits are exactly in line with those offered to OMV employees, ensuring that remuneration packages are aligned with common market practice in Austria.	A pension fund is used to limit the risks borne by OMV. Retirement benefits depend solely on the available capital in the pension fund. Annuitization into a life-long pension is in accordance with the pension fund's approved business plan.

Remuneration element	Description	Purpose and link to strategy	Shareholder alignment
Shareholding Requirement	Shares equal to 200% of the base salary for the CEO, 175% for the Deputy CEO, and 150% for other Executive Board members, which must generally be accumulated within five years after the respective initial appointment as Executive Board member.	Provide long-term alignment of interests and commitment by putting Executive Board members' personal assets at stake.	Alignment of interests by turning the members of the Executive Board into shareholders. Potential impact on Executive Board.
Payout Cap	In addition to the caps defined for the Annual Bonus and the Long-Term Incentive Plan, a cap for total annual remuneration is applied for each Executive Board member.	Absolute caps to avoid unintended remuneration levels, ensure social acceptance of Executive remuneration payouts, and limit the risk borne by OMV.	Align interests of Executive Board and shareholders by promoting the sustainable and long-term development of the Company and preventing inappropriate risk-taking.
Clawback	All variable remuneration elements are subject to malus and clawback provisions.	Allow adjustment of outstanding remuneration and/or reclaim remuneration already paid out in case of clawback events.	Promote long-term commitment and responsibility for decisions and actions even after the end of performance periods and contracts.

In addition to the remuneration elements set out in the table above, OMV offers Executive Board members a D&O-insurance (Directors' and Officers' insurance) as well as an indemnity against claims by third parties.

Remuneration of the Executive Board in the 2025 financial year

A detailed description of the specific application of the remuneration elements of the Executive Board in the 2025 financial year is provided below.

Details on the Annual Bonus 2025 (including the Equity Deferral 2025)

The Annual Bonus rewards financial performance, operational excellence, and strategy implementation as well as OMV's sustainable corporate development. At maximum, the payout may equate to 180% of the Target Annual Bonus as defined in the Executive Board members' service contracts.

The payout of the Annual Bonus is split into two components: a Cash Bonus (maximum 2/3 of the total amount), which is paid after March 31, 2026, and an Equity Deferral as a long-term component (minimum 1/3 of the total amount). This is transferred into OMV shares to be held for a period of three years (holding period). The shares are transferred net of taxes and must be deposited at a trustee account managed by OMV for the duration of the holding period.

Annual Bonus



Determination of the payout amount

The Annual Bonus payout amount depends on the degree of target achievement for the respective performance criterion (financial, operational as well as ESG targets). This is determined by comparing the agreed target levels with the actual levels achieved and is expressed as a percentage. The determination of target achievement occurs on a straight-line basis between the threshold, target, and maximum. The sum of the weighted achievements results in the overall target achievement. Additionally, the Remuneration Committee applies a Health & Safety Malus to the overall performance based on a predefined set of criteria. The actual overall target achievement is validated by an independent auditor.

The level of achievement at threshold, target, and maximum for each performance criterion is shown in the table below:

Level of vesting

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

As defined in the Remuneration Policy 2022, the Remuneration Committee adjusted the threshold, target, and maximum levels of the financial targets of the Annual Bonus 2025 taking into account the significant changes in the oil and gas price as well as in the EUR/US Dollar exchange rate compared to the time of the budgeting. These are exogenous developments that are not under the control of the Executive Board. Therefore, an adjustment of the original threshold, target, and maximum levels ensures a remuneration that adequately rewards both the Company's development and the Executive Board's performance, while at the same time avoiding high windfall profits or losses. Nonetheless, ensuring that targets remain ambitious is a key objective.

The Health & Safety Malus for the Annual Bonus 2025 was set at 0.9 mainly in response to one fatality.

The derivation of the actual overall target achievement is summarized in the following performance scorecard for the Annual Bonus 2025:

Performance scorecard – Annual Bonus 2025 (Cash Bonus and Equity Deferral)

Performance criteria in EUR mn (unless otherwise specified)	Threshold	Target	Maximum	Actual Value	Weighting	Target achievement
	0% or 50% target achievement	100% target achievement	180% target achievement			
Reported Net Income (after tax and financial result), adjusted for pre-defined effects ¹	1,125	1,323	1,641	1,626	40%	176%
Free Cash Flow (before dividends), adjusted for pre-defined effects ¹	445	593	830	1,588	30%	180%
Operational targets						
– Share price performance	0%	7%	14%	11.9%	5%	156%
– Cost saving	–100	–135	–190	–206	5%	180%
– M&A Upstream	1 due dili- gence	1 binding offer submitted	1 binding offer signed	1 due diligence	5%	50%
Absolute net GHG emission reduction according to Scope 1 & 2 (in mn t)	–1.8	–3.1	–4.3	–3.9	15%	153%
Overall target achievement before application of the Health & Safety Malus						166.9%
Health & Safety Malus	Generally between 0.8 and 1.0 at the discretion of the OMV Remuneration Committee, can be reduced to zero in the event of serious incidents.					0.9
Actual target achievement						150.2%

¹ The Reported Net Income and the Free Cash Flow were adjusted for effects pre-defined by the Remuneration Committee at the time of grant such as effects of Supervisory Board approved inorganic activities, effects from gas storage activities (only for Free Cash Flow), temporary regulatory changes or solidarity contribution.

The threshold, target, and maximum values for the financial performance criteria were aligned with the company guidance at the time of grant, anticipating a challenging market environment in comparison to 2024.

The actual value of the Free Cash Flow performance criterion and the operational target of cost saving each exceeded their maximum thresholds based on stringent operations and the efficiency program and were thus capped at 180% target achievement.

For purposes of the Equity Deferral, (at least) one third of the gross amount of the actual Annual Bonus for the year 2025 is divided by the average closing price of OMV shares on the Vienna Stock Exchange over the three-month period from November 1, 2025, to January 31, 2026.

Details on the Long-Term Incentive Plan

The Long-Term Incentive Plan (LTIP) awarded in the 2025 financial year as well as the LTIP due in the 2025 financial year (awarded in 2023) are shown below. Both LTIPs follow the same methodology.

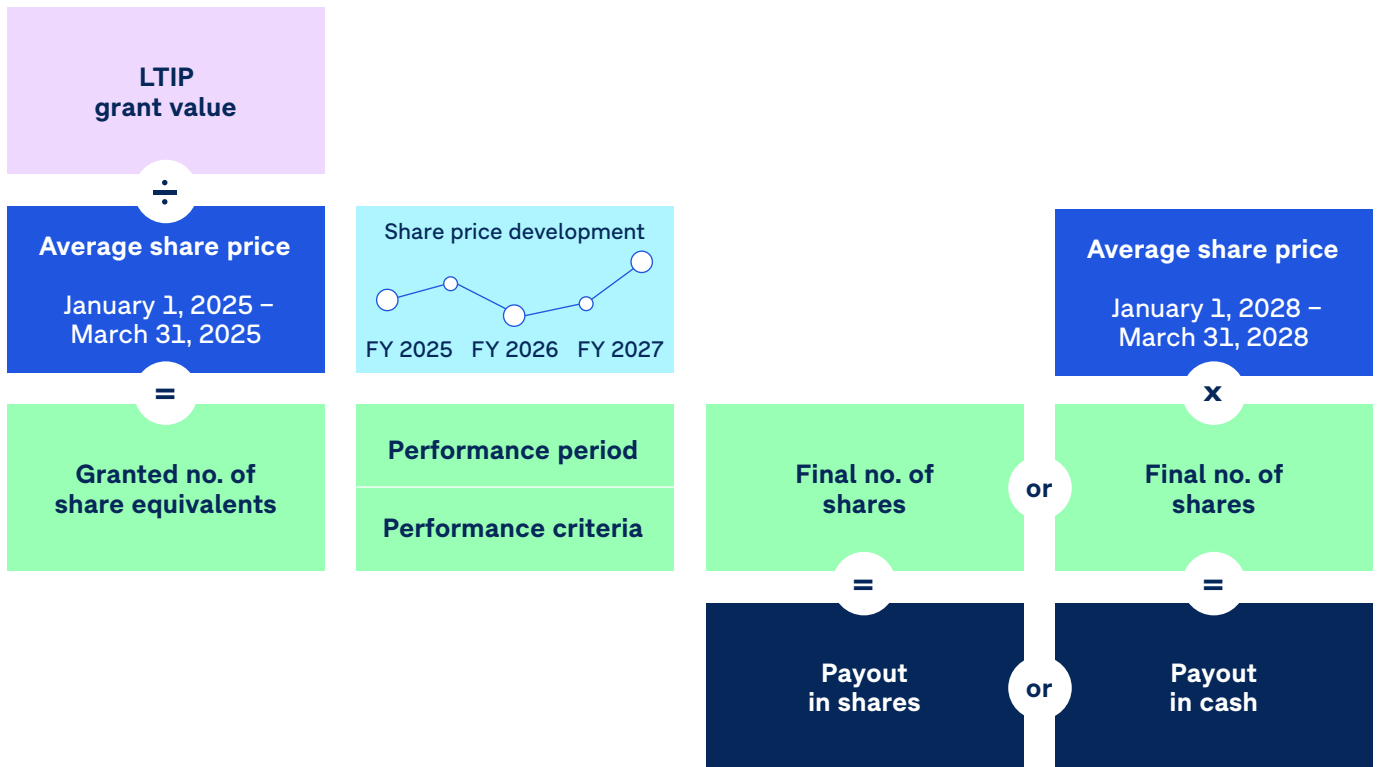
LTIP 2025

(awarded in the 2025 financial year)
The LTIP 2025 (Performance Share Plan) is a long-term remuneration instrument for members of the Executive Board that promotes medium- and long-term value creation at OMV.

The LTIP 2025 was awarded in accordance with the Long-Term Incentive Plan described in the Remuneration Policy, the basic system of which is as follows:



Long-Term Incentive Plan (LTIP)



Performance criteria and their weighting were agreed at the beginning of the three-year performance period as follows and are assessed after the end of this period:

Performance criteria

Criteria	Link to strategy and long-term development	Weighting
Clean Current Cost of Supply (CCS) Return on Average Capital Employed (ROACE) , calculated as Net Operating Profit after tax, adjusted for the aftertax effect of special items and CCS, divided by the average capital employed	Clean CCS ROACE is a very important profitability KPI that also enables comparisons of OMV's results to the oil and gas industry as a whole.	40%
Relative Total Shareholder Return (TSR)	Assessment of relative value creation for shareholders. Common KPI allows for direct comparisons with other oil and gas as well as chemical companies.	30%
ESG targets	A catalogue of ESG criteria highlights OMV's focus on sustainable development as outlined in its Strategy 2030 and reflects the implementation of shareholder feedback. Each year, the Remuneration Committee selects specific targets and their weighting for the LTIP tranche. GHG emissions reduction will always constitute a target in the LTIP.	30%
Health & Safety Malus	Based on predefined criteria (e.g., fatalities, TRIR, process safety – also in comparison to industry benchmarks), a Health & Safety Malus between 0.8 and 1.0 is applied to the overall target achievement. In case of severe incidents, the Remuneration Committee may reduce the payout to zero. This malus considers OMV's commitment to health and workplace safety.	

As outlined in the Remuneration Policy, the ESG targets are selected by the Remuneration Committee based on an OMV specific criteria catalogue which is derived from OMV's Sustainability Strategy. Taking into account that Greenhouse Gas (GHG) emissions reduction will always constitute a target in the LTIP, the Remuneration Committee can select ESG targets from the following categories:

ESG pillar	Strategic sustainability focus topic	Material topic	
Environmental	Climate change	GHG emissions reduction Energy transition	
	Natural resources management	Circular economy Environment	
Social	Health, safety, and security	Health, safety, and well-being Security, emergency, and crisis resilience	
	People	Employees Diversity, equity, and inclusion Human rights Communities	
		Governance	Ethical business practice Economic impacts and business principles Supply chain

For the LTIP 2025, the Supervisory Board decided to implement two ESG targets: Net absolute GHG Scope 1 & 2 emissions (weighted with 20%) and diversity at OMV Group (weighted with 10%).

The specific threshold, target, and maximum values for the financial and ESG targets as well as the resulting target achievement are published in the Remuneration Report for the last year of the performance period.

Determination of the payout amount

After the three-year performance period, the payout amount and the number of shares designated for this purpose depend on the level of target achievement for the respective performance criterion. This is determined by comparing the agreed target levels with the actual levels achieved and is expressed as a percentage. The measurement of target achievement occurs on a straight-line basis between the threshold, target, and maximum. The sum of the weighted target achievements results in the overall target achievement.

The level of target achievement at threshold, target, and maximum for each performance criterion is shown in the table below:

Level of vesting

Criteria	Performance	Vesting
Clean CCS ROACE ESG targets	Maximum	200%
	Target	100%
	Threshold	50%
	Below threshold	0%
Relative TSR	Maximum: at or above 3rd quartile (≥ 75th percentile)	200%
	Target: at median (= 50th percentile)	100%
	Threshold: at or below 1st quartile (≤ 25th percentile)	0%

Further, the Remuneration Committee may apply a Health & Safety Malus to the overall target achievement based on predefined criterion and thus, may re-examine the level of the LTIP-payout.

The payout is made after the end of the three-year performance period after March 31, 2028, subject to approval by the Supervisory Board.

LTIP 2023

(due at the end of the 2025 financial year)
The performance period for the LTIP 2023 ended in the 2025 financial year. The LTIP 2023 was approved by the 2022 Annual General Meeting and follows the same systematic in terms of weighting and performance criteria as the LTIP 2025. The plans differ only in the individual ESG targets selected based on the criteria catalogue.

The overall target achievement percentage for the LTIP 2023 is 152.8%. This above target performance is driven by a strong share price performance development 2023 to 2025 relative to the peer group coupled with a strong financial development. The Health & Safety Malus was not applied, as the average performance of the selected HSSE KPIs were over the three year horizon somewhat better than the peers' and also in historical comparison.

The derivation of the actual overall target achievement is summarized in the performance scorecard for the LTIP 2023 illustrated in the table on the following page:



Performance scorecard – LTIP 2023

Performance criteria	Threshold	Target	Maximum	Actual Value	Weighting	Target achievement
	0% or 50% target achievement	100% target achievement	200% target achievement			
Relative TSR	At or below 1st quartile (≅ 25th percentile)	At median (= 50th percentile)	At or above 3rd quartile (≅ 75th percentile)	At or above 3rd quartile (≅ 75th percentile)	30%	200%
Clean Current Cost of Supply (CCS) Return on Average Capital Employed (ROACE) ¹	7%	10%	13%	10.7%	40%	124%
Reduction of carbon intensity of energy supply (in gCO ₂ e/MJ)	1.5%	2.3%	3.1%	2.9%	20%	175%
Diversity: Increase share of women at management level	22.7%	25.0%	26.7%	24.2%	10%	83%
Overall target achievement before application of the Health & Safety Malus						152.8%
Health & Safety Malus	Generally between 0.8 and 1.0 at the discretion of the OMV Remuneration Committee, can be reduced to zero in the event of serious incidents					1.0
Actual target achievement						152.8%

¹ The CCS ROACE is calculated as Net Operating Profit after tax, adjusted for the after-tax effect of special items and CCS, divided by the average capital employed.

The payout was made after the end of the three-year performance period (January 1, 2023, to December 31, 2025) after March 31, 2026, following approval by the Supervisory Board.

In addition to the payout caps defined for the Executive Board members' LTIP and the Annual Bonus, the Remuneration Committee contractually defines a maximum total annual remuneration resulting from remuneration awarded for a given financial year for each Executive Board member. With the strong performance of the Annual Bonus 2023 as well as the LTIP 2023-2025, this individually and contractually defined maximum total annual remuneration resulting from awards for the financial year 2023 is reached for the active Executive Board members Alfred Stern, Reinhard Florey, Berislav

Gaso, Martijn van Koten and the former Executive Board members Daniela Vlad and Johann Pleininger. Thus, the LTIP 2023-2025 payout is reduced accordingly to respect the defined limit.

Shareholding requirements for members of the Executive Board

The shareholding requirement is defined as a percentage of the annual gross base salary (calculated on the basis of the January gross base salary in the respective year or gross base salary for the first full month as Executive Board member). In general, Executive Board members are building up the shareholding with payouts from the Equity Deferral and the LTIP.

Shareholding requirement and fulfillment as of December 31, 2025

	Shareholding requirement		Fulfillment	
	in shares	in % of base salary	in shares (in an OMV trustee account)	% of the requirement
Alfred Stern	54,784	200	49,312	90.0
Reinhard Florey	43,897	150	57,701	131.5
Berislav Gaso	22,434	150	7,190	32.1
Martijn Arjen van Koten	23,856	150	17,105	71.7

Information on share-based remuneration

The LTIP and Equity Deferral from the Annual Bonus are share-based remuneration components for the OMV Executive Board.

LTIP

The number of shares for the LTIP depends on the degree to which the performance criteria described above have been achieved. The payout is made in cash or in the form of shares. Executive Board members are required to accumulate an appropriate number of OMV shares and hold these shares until their retirement or departure from the Company. Until the shareholding requirement is fulfilled, payments from the LTIP will be made in the form of shares. To the extent the shareholding requirement concerning the respective LTI tranche is not fulfilled, the transferred shares (net after tax deduction) shall be deposited to a trustee account managed by OMV. As soon as the shareholding requirement is fulfilled, the Executive Board member may choose a payout in cash or shares.

Equity Deferral

A minimum of a third of the Annual Bonus is transferred into shares as Equity Deferral. The number of shares depends on the overall target achievement of the Annual Bonus. The transferred shares (net after tax deduction) shall be deposited at a trustee account managed by OMV for a period of three years.

The following overviews summarize the share-based remuneration for the current tranches of the LTIP and for the vested Equity Deferrals within the holding period of three years per Executive Board member.

The share-based remuneration of the active members of the Executive Board in the 2025 financial year is comprised as follows:

Current LTIP tranches and Equity Deferrals

In EUR

Alfred Stern

(appointment since April 1, 2021), Chairman of the Executive Board¹

LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2025 – 2027	March 31, 2028	1,313,000	31,799	414,869
LTIP tranche 2024 – 2026	March 31, 2027	1,204,333	29,832	1,122,455
LTIP tranche 2023 – 2025	March 31, 2026	1,150,000	25,527	1,942,303
				in EUR
				No. of shares

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2025	March 31, 2029	926,434	19,228	1,215,210
2024	March 31, 2028	679,286	17,787	844,883
2023	March 31, 2027	790,560	19,878	871,849
2022	March 31, 2026	773,280	16,170	683,344
2021	March 31, 2025	339,848	6,575	285,289

¹ With the strong performance of the LTIP 2023-2025, the individually and contractually defined maximum total annual remuneration resulting from remuneration awarded in 2023 is reached and thus, the final number of shares and the resulting payout amount of the LTIP 2023-2025 is reduced accordingly with respect to the defined limit.



Current LTIP tranches and Equity Deferrals

In EUR

Reinhard Florey
(appointment since July 1, 2016), Chief Financial Officer¹

LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2025 – 2027	March 31, 2028	442,500	10,716	139,811
LTIP tranche 2024 – 2026	March 31, 2027	415,000	10,279	386,735
LTIP tranche 2023 – 2025	in EUR	387,500	8,601	705,289
	No. of shares			13,044

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2025	March 31, 2029	770,376	15,989	1,010,505
2024	March 31, 2028	576,870	15,105	717,488
2023	March 31, 2027	655,506	16,482	722,901
2022	March 31, 2026	641,178	13,408	566,622
2021	March 31, 2025	399,300	7,725	335,188

Berislav Gaso
(appointment since March 1, 2023), Executive Vice President Energy¹

LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2025 – 2027	March 31, 2028	372,750	9,027	177,775
LTIP tranche 2024 – 2026	March 31, 2027	372,750	9,233	347,373
LTIP tranche 2023 – 2025	in EUR	310,625	6,895	552,163
	No. of shares			10,212

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2025	March 31, 2029	386,390	8,019	506,801
2024	March 31, 2028	308,957	8,090	384,275
2023	March 31, 2027	313,845	7,891	346,099
2022	March 31, 2026	-	-	-
2021	March 31, 2025	-	-	-

Martijn Arjen van Koten
(appointment since July 1, 2021), Executive Vice President Fuels & Feedstock, Executive Vice President Chemicals (interim)¹

LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2025 – 2027	March 31, 2028	405,410	9,818	128,081
LTIP tranche 2024 – 2026	March 31, 2027	380,205	9,418	354,347
LTIP tranche 2023 – 2025	in EUR	355,000	7,880	631,105
	No. of shares			11,672

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2025	March 31, 2029	420,245	8,722	551,230
2024	March 31, 2028	315,136	8,251	391,923
2023	March 31, 2027	358,680	9,018	395,529
2022	March 31, 2026	350,840	7,336	310,019
2021	March 31, 2025	124,583	2,410	104,570

¹ With the strong performance of the LTIP 2023-2025, the individually and contractually defined maximum total annual remuneration resulting from remuneration awarded in 2023 is reached and thus, the final number of shares and the resulting payout amount of the LTIP 2023-2025 is reduced accordingly with respect to the defined limit.

The share-based remuneration of the former members of the Executive Board in the 2025 financial year is composed of the following:

Current LTIP tranches and Equity Deferrals

In EUR

Daniela Vlad
(appointment until February 28, 2025), former Executive Vice President Chemicals¹

LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2025 – 2027	March 31, 2028	207,083	5,015	65,419
LTIP tranche 2024 – 2026	March 31, 2027	355,000	8,793	330,823
LTIP tranche 2023 – 2025	March 31, 2026	325,417	7,223	578,495
	in EUR			
	No. of shares			10,699

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2025	March 31, 2029	214,661	4,455	281,556
2024	March 31, 2028	294,245	7,704	365,940
2023	March 31, 2027	328,790	8,267	362,591
2022	March 31, 2026	-	-	-
2021	March 31, 2025	-	-	-

Johann Pleininger
(appointment until December 31, 2022), former Deputy Chairman of the Executive Board & Executive Officer Exploration & Production, contract until April 30, 2023¹

LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2025 – 2027	March 31, 2028	-	-	-
LTIP tranche 2024 – 2026	March 31, 2027	-	-	-
LTIP tranche 2023 – 2025	March 31, 2026	166,667	3,699	295,925
	in EUR			
	No. of shares			5,473

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2025	March 31, 2029	-	-	-
2024	March 31, 2028	-	-	-
2023	March 31, 2027	248,880	6,257	274,432
2022	March 31, 2026	730,320	15,272	645,395
2021	March 31, 2025	518,670	10,036	435,462

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

LTIP tranches	Payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2025 – 2027	March 31, 2028	-	-	-
LTIP tranche 2024 – 2026	March 31, 2027	-	-	-
LTIP tranche 2023 – 2025	March 31, 2026	162,708	3,611	298,304
	in EUR			
	No. of shares			5,517

Equity Deferral	End of holding period	Value	No. of shares	Value of shares awarded
2025	March 31, 2029	-	-	-
2024	March 31, 2028	-	-	-
2023	March 31, 2027	164,395	4,133	181,273
2022	March 31, 2026	350,840	7,336	310,019
2021	March 31, 2025	249,165	4,821	209,183

¹ With the strong performance of the LTIP 2023-2025, the individually and contractually defined maximum total annual remuneration resulting from remuneration awarded in 2023 is reached and thus, the final number of shares and the resulting payout amount of the LTIP 2023-2025 is reduced accordingly with respect to the defined limit.

For the LTIP, the amount awarded for a tranche is converted into a specific number of shares and then accounted for at the expense recognized at the end of each year. Only after the three-year performance period has ended, the number of shares due and thus the payout amount due can be determined. For the Equity Deferral, the amount due from the Annual Bonus is converted into the due and unchangeable number of shares.

Total remuneration of active Executive Board members in the 2025 financial year

Executive Board remuneration is not subject to an automatic adjustment in line with consumer price trends but instead is reviewed regularly in view of the performance of Executive Board members as well as considering what is customary in the market within a peer group composed of the following companies: BASF, BP, Covestro, ENI, Equinor, Evonik, Galp Energia, LyondellBasell, Neste, Repsol, Shell, Solvay, TotalEnergies.

In the 2025 financial year, pension fund contributions of 25% of the base salary were paid to APK Pensionskasse AG. Benefits in kind for the members of the Executive Board include company cars, in some cases with a personal driver, and accident insurance.

For each member of the Executive Board, the following overview shows both the total remuneration based on the remuneration components awarded in a financial year (contractually agreed based on 100% target achievement) and the total remuneration based on the remuneration components due in that financial year. The Annual Bonus and the Equity Deferral provide a comparison between the remuneration awarded and the remuneration due

based on the same year. For example, in the 2025 financial year Alfred Stern received an award (contractually agreed at 100% target achievement) for the Cash Bonus component of the Annual Bonus of EUR 925,200. After applying the actual overall target achievement for the Annual Bonus, the Cash Bonus due for the 2025 financial year amounts to EUR 1,389,650 and was paid out at the beginning of 2026.

The LTIP, on the other hand, relates to different tranches of remuneration awarded and due within one year because of the three-year performance period. For instance, Alfred Stern was awarded remuneration from the LTIP tranche 2025-2027 in the amount of EUR 1,313,000 for the 2025 financial year, while an amount of EUR 1,942,303 is due as the payout from the LTIP tranche 2023-2025, resulting from an award of EUR 1,150,000 in 2023.

The variable remuneration elements account for between 59% and 67% of the remuneration awarded (contractually agreed based on 100% target achievement) to the active members of the Executive Board for the 2025 financial year.

For the remuneration due, the variable remuneration elements account for between 69% and 76% for the 2025 financial year. Between 58% and 69% of variable remuneration due are based on long-term performance, either through the LTIP or the proportion of the Annual Bonus vested in shares (Equity Deferral).

For the 2025 financial year, the total remuneration of the active members of the Executive Board can be illustrated in the tables on the following pages:

Executive Board remuneration

Alfred Stern
(appointment since April 1, 2021), Chairman of the Executive Board

In EUR		2025		2024	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	1,131,000		1,040,357	
	Benefits in kind (company car, accident, insurance and reimbursed expenses)	13,163		11,348	
	Pension fund contributions	282,750		260,089	
Performance related, variable remuneration	Annual Bonus				
	Cash bonus	925,200	1,389,650	848,400	1,018,928
	Equity Deferral	616,800	1,215,210	565,600	844,883
	Long-Term Incentive Plan				
	LTIP tranche 2025 – 2027	1,313,000	–	–	–
	LTIP tranche 2023 – 2025 Award	–	1,942,303 1,150,000	–	–
	LTIP tranche 2024 – 2026	–	–	1,204,333	–
LTIP tranche 2022 – 2024 Award	–	–	–	764,815 1,150,000	
Total remuneration	4,281,913	5,974,075	3,930,128	3,940,421	
Fixed remuneration as % of total remuneration	33%	24%	33%	33%	
Variable remuneration as % of total remuneration	67%	76%	67%	67%	

Executive Board remuneration

Reinhard Florey

(appointment since July 1, 2016), Chief Financial Officer

In EUR		2025		2024	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	925,300		867,775	
	Benefits in kind ¹ (company car, accident, insurance and reimbursed expenses)	11,795		10,598	
	Pension fund contributions	231,325		216,944	
Performance related, variable remuneration	Annual Bonus				
	Cash bonus	769,300	1,155,489	722,150	867,302
	Equity Deferral	512,900	1,010,505	480,325	717,488
	Long-Term Incentive Plan				
	LTIP tranche 2025 – 2027	442,500	-	-	-
	LTIP tranche 2023 – 2025 Award	-	705,289 387,500	-	-
	LTIP tranche 2024 – 2026	-	-	415,000	-
LTIP tranche 2022 – 2024 Award	-	-	-	257,691 387,500	
Total remuneration	2,893,120	4,039,703*	2,712,791	2,937,797	
Fixed remuneration as % of total remuneration	40%	29%	40%	37%	
Variable remuneration as % of total remuneration	60%	71%	60%	63%	

¹ Including schooling costs and related taxes.

* Note dated May 5, 2026: Corrected from EUR 3,940,421 to EUR 4,039,703

Berislav Gaso

(appointment since March 1, 2023), Executive Vice President Energy

In EUR		2025		2024	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	603,750		603,750	
	Benefits in kind ¹ (company car, accident, insurance and reimbursed expenses)	54,037		72,949	
	Pension fund contributions	150,938		150,938	
Performance related, variable remuneration	Annual Bonus				
	Cash bonus	514,500	772,779	514,500	617,915
	Equity Deferral	257,250	506,801	257,250	384,275
	Long-Term Incentive Plan				
	LTIP tranche 2025 – 2027	372,750	-	-	-
	LTIP tranche 2023 – 2025 Award	-	552,163 310,625	-	-
	LTIP tranche 2024 – 2026	-	-	372,750	-
LTIP tranche 2022 – 2024 Award	-	-	-	-	
Total remuneration	1,953,225	2,640,467	1,972,137	1,829,826	
Fixed remuneration as % of total remuneration	41%	31%	42%	45%	
Variable remuneration as % of total remuneration	59%	69%	58%	55%	

¹ Including rental, advisory costs and related taxes.



Executive Board remuneration

Martijn Arjen van Koten
(appointment since July 1, 2021), Executive Vice President Fuels & Feedstock

In EUR		2025		2024	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	656,650		615,825	
	Benefits in kind ¹ (company car, accident, insurance and reimbursed expenses)	29,421		29,087	
	Pension fund contributions	164,162		153,956	
Performance related, variable remuneration	Annual Bonus				
	Cash bonus	559,580	840,489	524,790	630,273
	Equity Deferral	279,790	551,230	262,395	391,923
	Long-Term Incentive Plan				
	LTIP tranche 2025 – 2027	405,410	-	-	-
	LTIP tranche 2023 – 2025 Award	-	631,105 355,000	-	-
	LTIP tranche 2024 – 2026	-	-	380,205	
	LTIP tranche 2022 – 2024 Award	-	-	-	236,055 355,000
Total remuneration	2,095,014	2,873,058	1,966,258	2,057,118	
Fixed remuneration as % of total remuneration	41%	30%	41%	39%	
Variable remuneration as % of total remuneration	59%	70%	59%	61%	

¹ Instead of a company car, Martijn van Koten receives a car allowance.

Total remuneration of former Executive Board members in the 2025 financial year

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

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

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

Daniela Vlad left the OMV Executive Board with effect from February 28, 2025. The term of her contract as member of the Executive Board was originally set to expire on January 31, 2026. However, it was mutually and prematurely terminated effective July 31, 2025. For the six-month period from August 1, 2025, until her original contract expiration date of January 31, 2026, Daniela Vlad received a lump-sum termination payment in the amount of half her annual base salary.

Elena Skvortsova left the OMV Executive Board with effect from October 31, 2022. However, her contract as a member of the Executive Board did not end then but continued until its original end on June 14, 2023. In addition, Johann Pleininger left the OMV Executive Board with effect from December 31, 2022. His contract ended on April 30, 2023. In 2025, for both former Executive Board members, the pro-rated LTIP 2023-2025 became due. No remuneration was awarded in the 2025 financial year.

The total remuneration of former members of the Executive Board for the 2025 financial year is illustrated in the tables on the following pages:

Executive Board remuneration

Daniela Vlad
(appointment until February 28, 2025), former Executive Vice President Chemicals

In EUR		2025		2024	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	352,426		575,000	
	Compensation payment for forfeited remuneration ¹	287,500		-	
	Benefits in kind ² (company car, accident, insurance and reimbursed expenses)	54,209		85,682	
	Pension fund contributions	154,018		143,750	
Performance related, variable remuneration	Annual Bonus				
	Cash bonus	285,833	429,321	490,000	588,490
	Equity Deferral	142,917	281,556	245,000	365,940
	Long-Term Incentive Plan				
	LTIP tranche 2025 – 2027	207,083	-	-	-
	LTIP tranche 2023 – 2025 Award	-	578,495 325,417	-	-
	LTIP tranche 2024 – 2026	-	-	355,000	-
	LTIP tranche 2022 – 2024 Award	-	-	-	-
Total remuneration	1,483,986	2,137,525	1,894,432	1,758,862	
Fixed remuneration as % of total remuneration	57%	40%	42%	46%	
Variable remuneration as % of total remuneration	43%	60%	58%	54%	

¹ Daniela Vlad received a lump-sum termination payment in the amount of half her annual base salary as compensation for the shortened phase-out period from August 1, 2025, until January 31, 2026.

² Including one-off benefits associated with her relocation in the 2025 financial year.

Johann Pleininger
(appointment until December 31, 2022), former Deputy Chairman of the Executive Board & Executive Officer Exploration & Production, contract until April 30, 2023

In EUR		2025		2024	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	-		-	
	Compensation payment for forfeited remuneration	-		-	
	Benefits in kind (company car, accident, insurance and reimbursed expenses)	-		-	
	Pension fund contributions	-		-	
Performance related, variable remuneration	Annual Bonus				
	Cash bonus	-	-	-	-
	Equity Deferral	-	-	-	-
	Long-Term Incentive Plan				
	LTIP tranche 2025 – 2027	-	-	-	-
	LTIP tranche 2023 – 2025 Award	-	295,925 166,667	-	-
	LTIP tranche 2024 – 2026	-	-	-	-
LTIP tranche 2022 – 2024 Award	-	-	-	332,508 500,000	
Total remuneration	-	295,925	-	332,508	
Fixed remuneration as % of total remuneration	-	0%	-	0%	
Variable remuneration as % of total remuneration	-	100%	-	100%	

Executive Board remuneration

Elena Skvortsova

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

In EUR		2025		2024	
		Awarded	Due	Awarded	Due
Non-performance related, fixed remuneration	Base salary	-	-	-	-
	Compensation payment for forfeited remuneration	-	-	-	-
	Benefits in kind ¹ (company car, accident, insurance and reimbursed expenses)	1,500	-	8,351	-
	Pension fund contributions	-	-	-	-
Performance related, variable remuneration	Annual Bonus	-	-	-	-
	Cash bonus	-	-	-	-
	Equity Deferral	-	-	-	-
	Long-Term Incentive Plan	-	-	-	-
	LTIP tranche 2025 – 2027	-	-	-	-
	LTIP tranche 2023 – 2025 <i>Award</i>	-	298,304 162,708	-	-
	LTIP tranche 2024 – 2026	-	-	-	-
LTIP tranche 2022 – 2024 <i>Award</i>	-	-	-	236,055 355,000	
Total remuneration	1,500	298,304	8,351	244,406	
Fixed remuneration as % of total remuneration	-	0%	100%	3%	
Variable remuneration as % of total remuneration	-	100%	0%	97%	

¹ Including one-off benefits associated with her relocation in the 2024 financial year

The total remuneration for the Executive Board based on the actual payouts in the 2025 financial year is included in Note 35 of the Annual Report. Accordingly, the payout of the Cash Bonus 2024 and the payout of the LTIP 2022 are illustrated for 2025.

Remuneration of affiliated companies

The members of the Executive Board assign all claims to remuneration and other capital-accumulating benefits from Board functions in Group companies or affiliated companies to the Company. Furthermore, the members of the Executive Board assign to the Company claims from memberships and positions in business organizations and interest groups if these claims have been assigned by the Company by resolution of the Supervisory Board.

Clawback

There were no causes and thus no use was made of the option to reclaim variable remuneration in the 2025 financial year.

Remuneration of the Supervisory Board

Changes in the Supervisory Board

At the Annual General Meeting on May 27, 2025, Jean-Baptiste Renard, Elisabeth Stadler, and Robert Stajic were re-elected as members of the Supervisory Board of OMV.

Further, Hans-Joachim Müller was elected as member of the Supervisory Board of OMV with effect from the end of the Annual General Meeting on May 27, 2025. He is also a member of the Audit Committee, the Portfolio and Project Committee, as well as the Sustainability and Transformation Committee.

Due to the resignation of Stefan Doboczky from the Supervisory Board of OMV with effect from June 11, 2024, the Supervisory Board temporarily only consisted of nine shareholder delegates. Since the 2025 Annual General Meeting, the number of shareholder delegates has returned to ten.

Main features of the Remuneration Policy for the Supervisory Board

The Remuneration Policy for the Supervisory Board was last approved at the Annual General Meeting on May 28, 2024, with 99.82% of the valid votes cast. The Remuneration Policy for the Supervisory Board is available at [Supervisory Board | Remuneration | OMV.com](#). Furthermore, Section 16 of the Articles of Association of OMV Aktiengesellschaft sets out regulations referring to the remuneration of the Supervisory Board.

The remuneration of the Supervisory Board members elected by the General Meeting (capital representatives) is based on the system described in the Remuneration Policy for the Supervisory Board and is determined by the General Meeting:

Supervisory Board remuneration at a glance

Remuneration element	Description & Operation
Fixed annual remuneration	Annual remuneration in the form of cash for Supervisory Board activities. Depends on the role the respective Supervisory Board member assumes (e.g., higher remuneration for the Chairman/Chairwoman)
Additional fixed annual remuneration for committee membership	Additional remuneration in cash to reflect additional responsibilities and tasks on Supervisory Board committees; also depends on the role the respective Supervisory Board member assumes on the committee (e.g., higher remuneration for the committee Chairman/Chairwoman)
Meeting fee	Additional fee in cash for participating in meetings of the Supervisory Board and the committees of the Supervisory Board

In 2025, 8 meetings of the Supervisory Board and 30 committee meetings were held.

Remuneration of the Supervisory Board for the 2025 financial year

The amount of the remuneration for the capital representatives in the Supervisory Board for the 2025 financial year was resolved on May 27, 2025, with 99.9% of the valid votes cast as follows:

Remuneration for Supervisory Board members

In EUR¹

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

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

The remuneration for the individual members of the Supervisory Board for the 2025 financial year is as follows:

Supervisory Board remuneration

In EUR

Name of the Supervisory Board member and function	Year	Supervisory Board and Committees ¹						Fixed remuneration ²			Total remuneration
		SB	PNC	PPC	AC	STC	RC	Fixed annual remuneration	Committee remuneration	Meeting fees	
Lutz Feldmann (since May 31, 2023), Chairman of the Supervisory Board	2025	C	C	-	M	-	C	60,000	75,000	17,400	152,400
	2024	C	C	-	M	-	C	60,000	75,000	16,800	151,800
Edith Hlawati ³ (since June 3, 2022), Deputy Chair- woman of the Supervisory Board	2025	DC	DC	-	-	-	DC	37,500	37,500	13,200	88,200
	2024	DC	DC	-	-	-	DC	37,500	37,500	13,200	88,200
Khaled Salmeen (since May 28, 2024), Deputy Chair- man of the Supervisory Board	2025	DC	DC	DC	-	M	DC	37,500	71,250	11,400	120,150
	2024	DC ⁴	DC ⁴	DC ⁴	-	M ⁴	DC ⁴	22,336	42,439	9,000	73,775
Khaled Al Zaabi (since May 28, 2024), Member of the Supervisory Board	2025	M	M	M	DC	-	-	30,000	48,750	15,600	94,350
	2024	M ⁴	M ⁴	M ⁴	DC ⁴	-	-	17,869	29,037	9,600	56,506
Dorothee Deuring (since May 28, 2024), Member of the Supervisory Board	2025	M	-	-	C	M ⁵	M ⁵	30,000	45,041	12,000	87,041
	2024	M ⁴	-	-	C ⁴	-	M ⁴	17,869	26,803	7,200	51,872
Patrick Lammers (since May 28, 2024), Member of the Supervisory Board	2025	M	-	M	-	C ⁵	M ⁵	30,000	48,041	12,000	90,041
	2024	M ⁴	-	M ⁴	-	M ⁴	-	17,869	17,869	6,600	42,338
Hans Joachim Müller (since May 27, 2025) Member of the Supervisory Board	2025	M ⁵	-	M ⁵	M ⁵	DC ⁵	-	18,000	29,250	7,200	54,450
	2024	-	-	-	-	-	-	-	-	-	-
Jean-Baptiste Renard (since June 3, 2022), Member of the Supervisory Board	2025	M	-	C	-	DC	-	30,000	48,750	10,200	88,950
	2024	M	-	C	-	DC	-	30,000	48,750	11,400	90,150
Elisabeth Stadler (since May 14, 2019), Member of the Supervisory Board	2025	M	-	-	DC	M ⁶	M	30,000	39,791	11,400	81,191
	2024	M	-	-	DC	M	M	30,000	48,750	11,400	90,150
Robert Stajic ³ (since June 3, 2022), Member of the Supervisory Board	2025	M	-	DC	M	M	-	30,000	48,750	14,400	93,150
	2024	M	-	DC	M	M	-	30,000	48,750	15,000	93,750

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

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

³ In accordance with their contracts with ÖBAG, Edith Hlawati and Robert Stajic have assigned the remuneration for their Supervisory Board function for fiscal year 2024 at OMV AG to ÖBAG.

⁴ Since May 28, 2024.

⁵ Since May 27, 2025.

⁶ Until May 27, 2025.

In total, the members of the Supervisory Board elected by the Annual General Meeting therefore received a remuneration of EUR 949,923 for the 2025 financial year (2024: EUR 922,407).

Supervisory Board members delegated by the employee representation body do not receive any remuneration, but are entitled to a lump-sum reimbursement for expenses. In the 2025 financial year, the Supervisory Board members delegated by the employee representation body received a lump-sum reimbursement totaling EUR 63,000 (2024: EUR 63,000). The delegation of Supervisory Board members by the employee representation body is for an indefinite period; however, these employee representatives can be recalled by the delegating body at any time.

Development of total remuneration due

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

The development of the total remuneration due to the members of the Executive Board is heterogeneous. This is due to the gradual replacement of members of the Executive Board and the resulting new members joining and leaving the company. In addition, the members of the Executive Board do not receive annual remuneration adjustments, but only every few years, which are then correspondingly higher. Therefore, the current values cannot be put directly into relation.

The development of the Company's economic performance and the remuneration of the Executive Board are closely linked. In the 2025 financial year, OMV achieved a Clean CCS Operating Result of EUR 4.6 bn. Reported Net Income (after tax and financial result) decreased by 25%, reflecting the Operating Result trend, largely driven by a substantially lower Energy result (-41%), mainly due to negative market effects, partially offset by improved performance from Fuels (+22%) and Chemicals (+6%). The effective tax rate also increased from 53% in 2024 to 60% in 2025. The total remuneration due to the members of the Executive Board serving the full year increased in 2025 compared to 2024, driven by the relatively higher target achievement of the Annual Bonus 2025 and the LTIP tranche 2023-2025.

The comparison of the remuneration with the remuneration of employees is based on the adjusted personnel expenses. This is adjusted for Executive Board remuneration according to the Annual Report, expenses in connection with employee severance packages, taxes and social security contributions. The average personnel expenses are calculated by dividing the adjusted personnel expenses by the number of active employees in the OMV Group during the financial year, calculated as the average of the number of employees at the end of the month during the year.

The decrease in the average remuneration of OMV employees in 2025 compared to 2024 is mainly due to changes in the workforce due to deconsolidation and insourcing field activities.

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

Due to a number of changes to the Supervisory Board during the years from 2020 to 2025, it is difficult to put the development of Supervisory Board remuneration in this period into perspective.



Comparison of total remuneration due and financial performance

Change per year

	2025 to 2024		2024 to 2023	2023 to 2022	2022 to 2021	2021 to 2020
	in %	in EUR	in %	in %	in %	in %
Remuneration of the Executive Board members						
Alfred Stern (appointment since April 1, 2021), Chairman of the Executive Board	52%	2,033,655	-2%	30%	77%	n/a
Reinhard Florey (appointment since July 1, 2016), Chief Financial Officer	38%	1,101,906	-9%	6%	13%	21%
Berislav Gaso (appointment since March 1, 2023), Executive Vice President Energy	44%	810,641	-22%	n/a	n/a	n/a
Martijn van Koten (appointment since July 1, 2021), Executive Vice President Fuels & Feedstock	40%	815,940	-1%	18%	142%	n/a
Remuneration of former Executive Board members						
Daniela Vlad (appointment until February 28, 2025), former Executive Vice President Chemicals	22%	378,663	-13%	n/a	n/a	n/a
Johann Pleininger (appointment until December 31, 2022), former Deputy Chairman of the Executive Board & Executive Officer Exploration & Production, contract until April 30, 2023	-11%	-36,583	-82%	-42%	7%	21%
Elena Skvortsova (appointment until October 31, 2022), former Executive Officer Marketing & Trading, contract until June 14, 2023	22%	53,898	-82%	-35%	0%	143%
Remuneration of the Supervisory Board members						
Lutz Feldmann (since May 31, 2023), Chairman of the Supervisory Board	0%	600	78%	n/a	n/a	n/a
Edith Hlawati (since June 3, 2022), Deputy Chairwoman of the Supervisory Board	0%	0	3%	78%	n/a	n/a
Khaled Salmeen (since May 28, 2024), Deputy Chairman of the Supervisory Board	63%	46,375	n/a	n/a	n/a	n/a
Khaled Al Zaabi (since May 28, 2024), Member of the Supervisory Board	67%	37,844	n/a	n/a	n/a	n/a
Dorothee Deuring (since May 28, 2024), Member of the Supervisory Board	68%	35,169	n/a	n/a	n/a	n/a
Patrick Lammers (since May 28, 2024), Member of the Supervisory Board	113%	47,703	n/a	n/a	n/a	n/a
Hans Joachim Müller (since May 27, 2025) Member of the Supervisory Board	n/a	n/a	n/a	n/a	n/a	n/a
Jean-Baptiste Renard (since June 3, 2022), Member of the Supervisory Board	-1%	-1,200	2%	81%	n/a	n/a
Elisabeth Stadler (since May 14, 2019), Member of the Supervisory Board	-10%	-8,959	0%	11%	107%	9%
Robert Stajic (since June 3, 2022), Member of the Supervisory Board	-1%	-600	-1%	82%	n/a	n/a
in EUR mn						
Financial performance of the Company						
Reported Net Income (after tax and net financial result)	-25%	-504	6%	-63% ¹	85%	90%
in EUR						
Financial performance of the Company						
Average remuneration of OMV employees	-4% ²	-3,259	9%	6%	10%	31% ³

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

² Compared to the Remuneration Report 2024, the change in the average remuneration of OMV employees is calculated without considering Borealis.

³ The comparison of the average remuneration of OMV employees in 2020 with 2021 is difficult due to the integration of Borealis. The increase results mainly from the full consolidation of Borealis and from outsourcings in OMV Petrom's E&P division.

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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: <ul style="list-style-type: none"> • 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: <ul style="list-style-type: none"> • 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: <ul style="list-style-type: none"> • 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: <ul style="list-style-type: none"> • 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
<ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • 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	<i>Removal of change of control clause</i>

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.

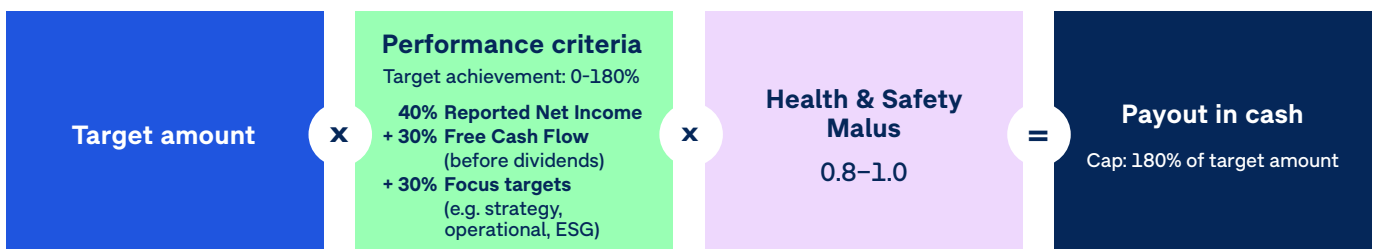
The base salary levels take into account the responsibilities and performance of each member of the Executive Board, the position of OMV, and common levels of remuneration in European oil & gas, and chemical companies of a comparable size and comparable Austrian companies. Remuneration is set at appropriate 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.

Annual Bonus



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

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 payout amount by up to 20%) to the overall target achievement

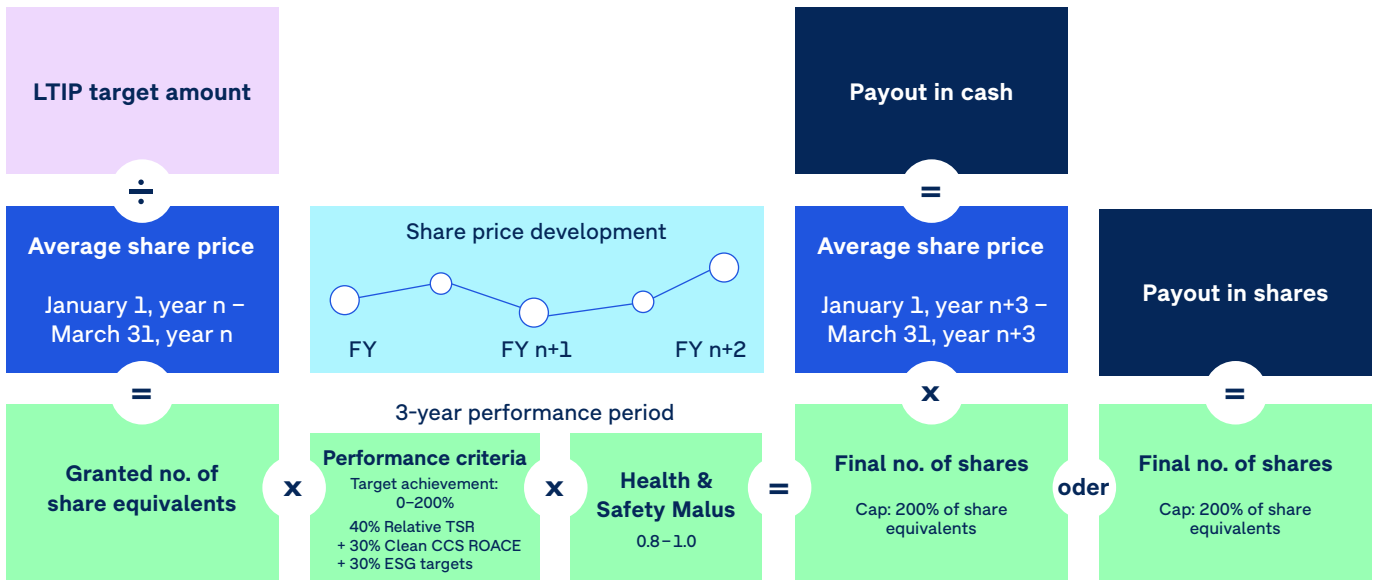
based on predefined criteria, such as fatalities and TRIR (Total Recordable Injury Rate). In the event of an extraordinary, severe incident with health, safety, security, or environmental impacts (or several such incidents), the Remuneration Committee may further reduce the Health & Safety Malus at its 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

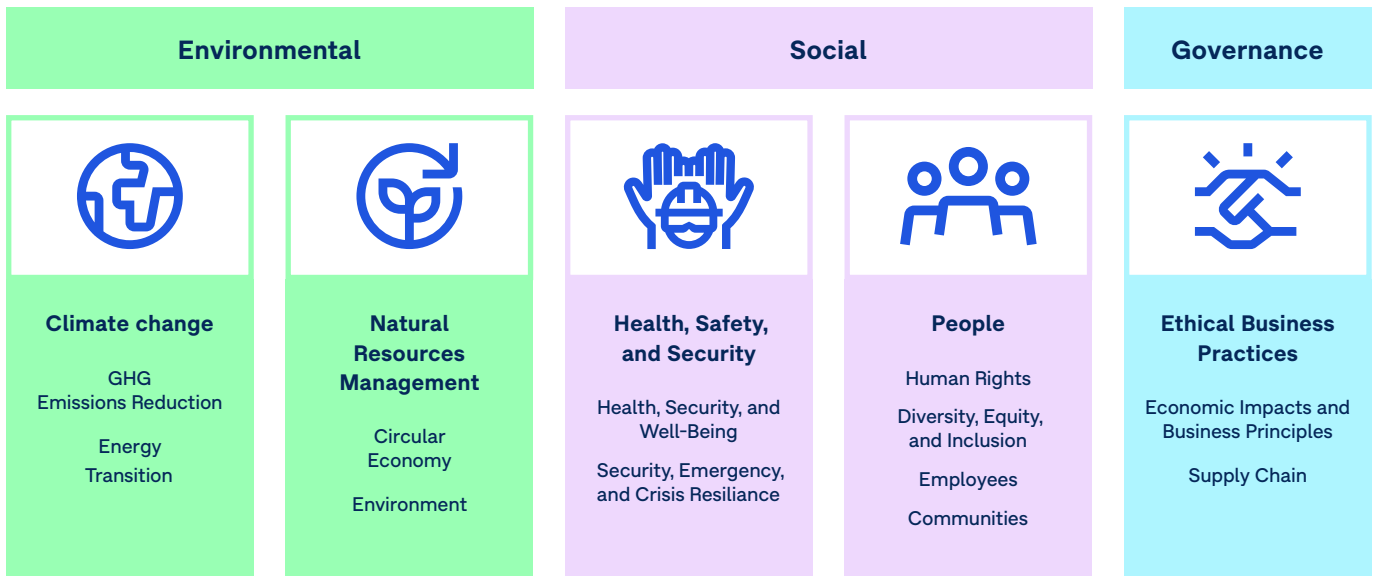
Criteria	Link to strategy and long-term development	Typical weighting
Relative Total Shareholder Return (TSR)	Assessment of the relative value creation for the shareholders. It is a common performance criterion, which allows for a direct comparison of OMV's performance with other oil & gas, and chemical 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.

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.

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.

List of ESG criteria



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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