

CONSOLIDATED CORPORATE GOVERNANCE REPORT

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Consolidated Corporate Governance Report

OMV, as a publicly listed company with its headquarters in Austria, is dedicated to the principles of sound corporate governance and has always sought to comply with best practice in corporate governance to ensure responsible management and control of the OMV Group, a high level of transparency for every stakeholder and, ultimately, the sustainable and long-term creation of value.

Austrian law, the Articles of Association, the Internal Rules for the corporate bodies and the Austrian Code of Corporate Governance (ACCG) provide the core legal framework for OMV's corporate governance. OMV adheres to the ACCG issued by the Austrian Working Group for Corporate Governance. The code is publicly accessible at www.corporate-governance.at. OMV's compliance with the ACCG in 2018 was evaluated externally by independent advisors. The report on the evaluation is available at www.omv.com and confirms that OMV conformed to all of the compulsory "comply or explain" rules (the "C-rules") and also all of the recommended rules (the "R-rules"). As for C-rules 27 and 28, explanations concerning the variable remuneration plans are provided in the remuneration report.

For OMV Petrom SA, a company consolidated in the OMV Group and the shares of which are publicly listed on the Bucharest Stock Exchange as well as on the London Stock Exchange, the relevant Corporate Governance Report can be found at www.omvpetrom.com/en/about-us/corporate-governance-aboutus.

Executive Board

Rainer Seele, * 1960

Date of initial appointment: July 1, 2015

End of the current period of tenure: June 30, 2020

Chairman of the Executive Board and Chief Executive Officer

Responsible for the overall management and coordination of the Group

Rainer Seele received his PhD in chemistry at the University of Göttingen and subsequently had senior appointments at the BASF Group where in 2000 he first became a member of the executive board and then later chairman of the executive board at WINGas GmbH. From 2009 until 2015, he was chairman of the board of directors of Wintershall Holding GmbH.

Functions in major subsidiaries of the OMV Group

Company	Function
OMV Petrom SA	President of the Supervisory Board
Borealis AG	Deputy Chairman of the Supervisory Board
OMV Exploration & Production GmbH	Chairman of the Supervisory Board (until September 30, 2018)
OMV Refining & Marketing GmbH	Chairman of the Supervisory Board (until September 30, 2018)
OMV Gas & Power GmbH	Chairman of the Supervisory Board (until September 30, 2018)
OMV Solutions GmbH	Chairman of the Supervisory Board (until January 31, 2018)

Johann Pleininger, * 1962

Date of initial appointment: September 1, 2015

End of the current period of tenure: August 31, 2020

Deputy Chairman of the Executive Board

Responsible for the Business Segment Upstream

Johann Pleininger started his professional career at OMV in 1977 and later studied mechanical and economic engineering. During his time at OMV, he held various senior positions. From 2007 to 2013, he was an Executive Board member of OMV Petrom in Bucharest, responsible for Exploration & Production. Prior to his appointment as Executive Board member of OMV, he was the Senior Vice President responsible for the Upstream countries Romania and Austria as well as for the development of the Black Sea region.

Member of the Supervisory Board of FK Austria Wien AG

Functions in major subsidiaries of the OMV Group

Company	Function
OMV Petrom SA	Member of the Supervisory Board (until April 26, 2018)
OMV Petrom Global Solutions SRL	Member of the Supervisory Board (until September 1, 2018)
OMV Petrom Gas SRL	Member of the Supervisory Board
OMV Exploration & Production GmbH	Managing Director
OMV Austria Exploration & Production GmbH	Chairman of the Supervisory Board
OMV Gas & Power GmbH	Deputy Chairman of the Supervisory Board (until September 30, 2018)
OMV Refining & Marketing GmbH	Deputy Chairman of the Supervisory Board (until September 30, 2018)
OMV Solutions GmbH	Member of the Supervisory Board (until January 31, 2018)

Reinhard Florey, * 1965

Date of initial appointment: July 1, 2016

End of the current period of tenure: June 30, 2021

Chief Financial Officer

Responsible for Finance

Reinhard Florey graduated with a degree in mechanical engineering and economics from the Graz University of Technology while also completing his music studies at the University of Fine Arts. He started his career in corporate consulting and strategy consulting. From 2002 to 2012, he worked in different positions worldwide for Thyssen Krupp AG. Until June 2016, he was CFO and Deputy CEO of Outokumpu Oyj.

Member of the Supervisory Boards of Wiener Börse AG and CEESEG Aktiengesellschaft

Functions in major subsidiaries of the OMV Group

Company	Function
OMV Petrom SA	Member of the Supervisory Board
OMV Petrom Global Solutions SRL	President of the Supervisory Board
Central European Gas Hub AG	Deputy Chairman of the Supervisory Board
OMV Solutions GmbH	Managing Director (until January 31, 2018)
OMV Exploration & Production GmbH	Deputy Chairman of the Supervisory Board (until September 30, 2018)
OMV Gas & Power GmbH	Deputy Chairman of the Supervisory Board (until September 30, 2018)
OMV Refining & Marketing GmbH	Deputy Chairman of the Supervisory Board (until September 30, 2018)

Manfred Leitner, * 1960

Date of initial appointment: April 1, 2011

End of the current period of tenure: December 31, 2019

Responsible for the Business Segment Downstream and the OMV Group's plastic and chemical interests

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

Functions in major subsidiaries of the OMV Group

Company	Function
OMV Petrom SA	Member of the Supervisory Board
Borealis AG	Member of the Supervisory Board
OMV Supply & Trading Limited	Chairman of the Supervisory Board
OMV Gas & Power GmbH	Managing Director
OMV Refining & Marketing GmbH	Managing Director
OMV Exploration & Production GmbH	Deputy Chairman of the Supervisory Board (until September 30, 2018)
OMV Solutions GmbH	Deputy Chairman of the Supervisory Board (until January 31, 2018)
Central European Gas Hub AG	Chairman of the Supervisory Board
GAS CONNECT AUSTRIA GmbH	Chairman of the Supervisory Board
OMV Gas Storage GmbH	Chairman of the Supervisory Board
OMV Samsun Elektrik Üretim Sanayi ve Ticaret A.S.	Chairman of the Board of Directors (until September 6, 2018)
OMV Gaz İletim A.S.	Chairman of the Board of Directors
OMV Enerji Ticaret A.S.	Chairman of the Board of Directors

Working practices of the Executive Board

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

Remuneration report

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

Executive Board remuneration policy

Compensation Element	Description	Purpose & Link to Strategy	Shareholder Alignment
Base Salary	Salary levels take into account the responsibilities and performance of each member of the Executive Board, the situation of OMV, and common levels of remuneration in European Oil & Gas companies of comparable size as well as comparable Austrian companies. Compensation is set at a competitive level.	Provide a fixed level of earnings reflecting the scale and complexity of the business and the roles and responsibilities of each Executive Board member, ensuring competitiveness with the market.	Competitive compensation to attract, retain and motivate the most qualified Oil & Gas managers to lead the company in the shareholders' best interest.
Benefits	Executive Board members receive a company car and are eligible for accident insurance. No additional health coverage aside from the Austrian public health system.	Provide benefits comparable to those for OMV employees to attract and retain Executive Board members.	Part of a competitive compensation package to attract and retain the most qualified Executive Board members.
Retirement Benefits	Defined contribution pension schemes are granted using a pension fund. Available capital in the pension fund determines the level of pension. Retirement age is the Austrian statutory retirement age.	Retirement benefits are in line with those offered to OMV employees, ensuring that compensation packages are aligned with common market practice in Austria and in the Oil & Gas industry.	A pension fund is used to limit the risks borne by OMV. Pension benefits depend solely on the available capital in the pension fund. Any annuitization into a life-long pension is made in accordance with the pension fund's approved business plan.
Annual Bonus	Performance is measured based on annual criteria. 2/3 of the Annual Bonus is paid in cash and 1/3 is allocated in shares and deferred to be held for three years after vesting. Award is defined as a Target Annual Bonus in euros, stated in the Executive Board service contracts and capped at 180% (150% +/- 20% sustainability multiplier).	Provide variable compensation based on annual financial and non-financial performance criteria that are relevant to OMV's strategy and the Oil & Gas industry. Performance is measured against financial targets and sustainability criteria, including health, safety, security and environment. They are determined by the Supervisory Board and the Remuneration Committee respectively.	Performance criteria are in line with OMV's strategy, ensure pay for performance and foster an equity culture. Details on the performance criteria are reported in the Annual Report. Grants are subject to clawback provisions.
Long Term Incentive Plan	A Performance Share Plan is employed. The number of shares that vest depends on the achievement of a financial performance criterion as well as the relative Total Shareholder Return. The number of shares awarded is capped at 200% of the Target Long-Term Incentive in euros, stated in the Executive Board service contracts. The Supervisory Board has the discretion to adjust the overall target achievement through a Health, Safety, Security or Environmental (HSSE)-Malus.	Promote mid-and long-term value creation at OMV. Performance is measured against key criteria linked to OMV's strategy and shareholder return.	Align interests of Executive Board and shareholders, ensure pay for performance and foster an equity culture by granting OMV shares subject to performance criteria focusing on financial performance (weighting: 50%) and increase in value compared to other European Oil & Gas companies (weighting: 50%). Details on the criteria are reported in the Annual Report. Grants are subject to malus and clawback provisions.

Executive Board remuneration policy

Compensation Element	Description	Purpose & Link to Strategy	Shareholder Alignment
Shareholding requirements	Shares equal to 200% of the Base Salary for the CEO, 175% for the Deputy CEO and 150% for other Executive Board members, which must be accumulated within five years after the respective initial appointment as Executive Board member.	Provide long-term alignment of interests by putting Executive Board members' personal assets at stake.	Alignment of interests by turning the Executive Board into shareholders. Potential impact on Executive Board members' personal assets creates an effect comparable to malus and clawback.
Payout cap	In addition to the caps defined for the Annual Bonus and the Long Term Incentive Plan a cap for total annual compensation is applied for each Executive Board member.	Absolute caps to avoid not intended remuneration levels and to limit the risk borne by OMV.	Align interests of Executive Board and shareholders by promoting a sustainable and long-term development of the company and preventing inappropriate risk-taking.

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

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

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

Pursuant to C-rules 27 and 28 of the ACCG, measurable performance criteria are defined in advance for the variable remuneration components. Given the industry-inherent volatility of commodity prices and market conditions, political country risks as well as an increased safety exposure, the variable

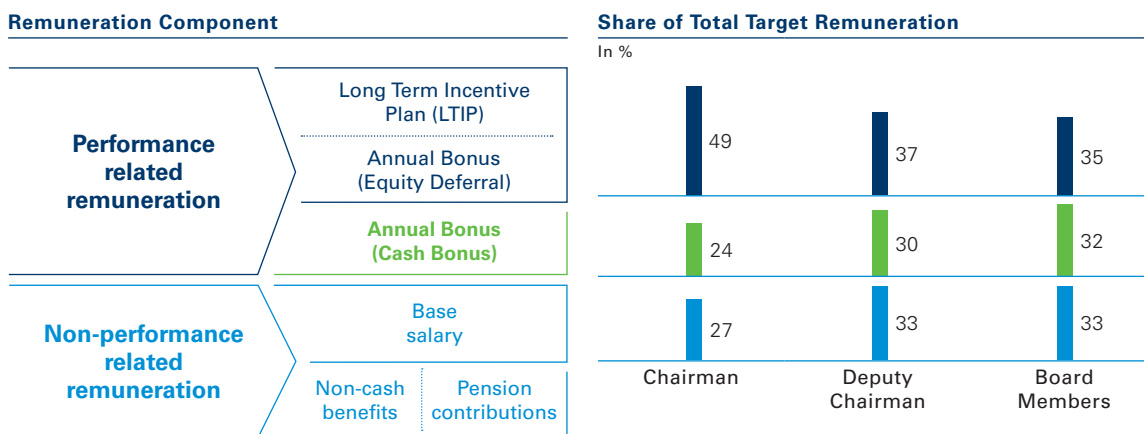
remuneration plans give the Supervisory Board and the Remuneration Committee, respectively, in line with the general practice in the Oil & Gas industry, certain room for adjustments to amend certain components in case of significant changes of major external factors (e.g. oil price) as well as to determine the achievement of certain criteria. Any adjustments are always in line with relevant factors and within disclosed maximum limits.

Structure of Executive Board Remuneration

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

The majority of Executive Board members' target compensation is granted in the form of variable compensation elements. For the financial year 2018, variable elements comprised between 67% and 73% of Executive Board members' target compensation (variance is due to higher target LTIP level for the Chairman). In line with Austrian law and requirements set forth by the ACCG, a majority of variable compensation is based on multiyear performance. For the financial year 2018, between

Overview of the Executive Board's compensation



52% and 67% of the target variable compensation is oriented towards long-term performance, either through the LTIP or the deferred portion of the Annual Bonus (Equity Deferral).

Non-performance-related remuneration

Base salary

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

Non-cash benefits

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

Pension contributions

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

Performance-related remuneration

Annual bonus

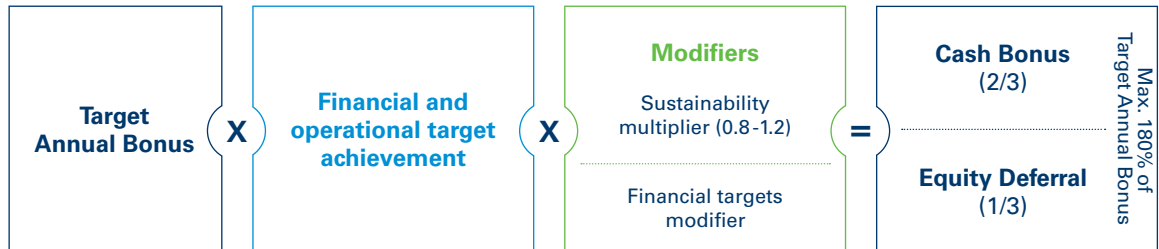
The Annual Bonus rewards financial performance, operational excellence and sustainable corporate development at OMV. For each financial year, the Supervisory Board defines a set of performance criteria. At maximum, the payout can amount to 180% (150% +/-20% sustainability multiplier) of the Target Annual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

The actual amount depends on the achievement of financial and operational targets. Additionally, the sustainability multiplier can be applied to the overall performance at the Supervisory Board's discretion based on a predefined set of criteria. In case of major changes in external factors (e.g. oil price) the Supervisory Board can adjust the target levels of the performance criteria. Performance criteria applied in the financial year 2018 are described in detail below.

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

¹ Until 2016 "Matching Share Plan" (MSP) and in 2017 "Share Part of the Annual Bonus"

Annual Bonus 2018



Performance criteria are agreed at the outset of the performance year and then assessed after the close of that year. The performance criteria for the financial year 2018 comprise of the areas and adjustments set out in the table below.

Performance criteria – 2018 Annual Bonus (Cash Bonus and Equity Deferral)

Area	Criteria	Weighting
Financial	Reported Net Income	40%
	Clean CCS ROACE 3-year (2016-2018) Ø	40%
Operational	NPV assessment of ongoing large investments including acquisitions based on annual change	20%
Sustainability Multiplier	Value between 0.8 and 1.2 determined at discretion of the OMV Supervisory Board based on a predefined set of criteria applicable to the overall target achievement	+/- 20% multiplier/discretionary
Adjustment of financial targets	In case of major changes in external factors (e.g. oil price) the OMV Supervisory Board has the discretion to adjust the target levels of the performance criteria	discretionary

The actual Annual Bonus amount depends on the **level of vesting** of each performance criterion, which is determined by comparing achieved results against defined targets and expressed as a percentage. The sum of achievements results in the overall target achievement. The actual achievements are validated by Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. Vesting occurs on a straight-line basis between the performance levels.

Level of vesting

Criteria	Performance	Vesting
All criteria	Maximum	150%
	Target	100%
	Threshold	50%
	Below threshold	0%

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

Target variable remuneration – Annual Bonus 2018

In EUR	Seele	Pleininger	Florey	Leitner
Cash Bonus	1,000,000	700,000	675,000	675,000
Equity Deferral	500,000	350,000	337,500	337,500

The actual **achievements in 2018** result in a Total Actual Annual Bonus equal to 124.6% of the Target Annual Bonus. The Cash Bonus component, 2/3 of the total, is to be paid in 2019. Under the Equity Deferral, the remaining 1/3 to be awarded in the form of OMV shares and deferred for a period of three years.

Performance scorecard – 2018 Annual Bonus (Cash Bonus and Equity Deferral)

Criteria		Threshold	Target	Maximum	Actual	Weighting	Vesting (% of target Value)
Reported Net Income	in EUR mn	1,560	1,835	2,110	2,233	40%	60%
Clean CCS ROACE 3-year Ø	in EUR mn	10.2%	10.7%	11.2%	11.7%	40%	60%
Operational target		Decrease of non-market NPV by EUR (50) mn from baseline	No change of non- market NPV from baseline (EUR 11 mn)	Increase of non-market NPV by EUR +50 mn from the baseline	(124)	20%	0%
Target achievement before financial tar- gets modifier and sustainability multi- plier							120%
Target achievement after financial targets modifier							113.2%
Sustainability multiplier		0.8	1	1.2	1.1		1.1
Total vesting percentage							124.6%

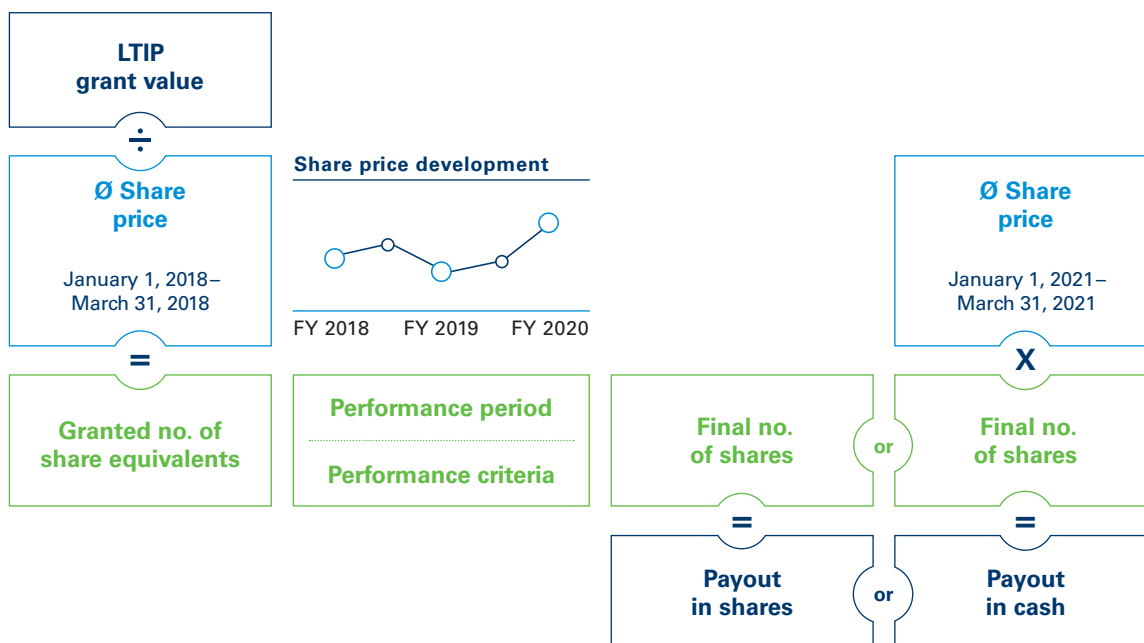
The targets for Reported Net Income and 3-year average Clean CCS ROACE were achieved in the financial year 2018. The operational target, i.e. the NPV assessment of selected large investment projects, was below threshold level. Taking into account substantial improvement in the market environment as compared to the assumptions on which the Annual Bonus was based, the Supervisory Board made use of its discretionary power and raised the target levels related to the financial target modifier, thereby adjusting the target achievement from 120% to 124.6%. A predefined set of criteria was used by the Supervisory Board in making its discretionary decision with respect to the sustainability multiplier. In particular, improvements in environment, safety and sustainability as well as the number of fatalities were taken into consideration in amending the target achievement related to the sustainability multiplier by 1.1.

Long Term Incentive Plan

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

Executive Board members have received an annual grant since the plan's introduction in 2009. The LTIP 2018 was approved by the Annual General Meeting 2018.

Long Term Incentive Plan (LTIP) 2018



Performance criteria are agreed at the beginning of the three-year performance period and assessed after the close of this period. Weightings for the respective criteria are also established at the outset of the performance period. For the LTIP 2018 (performance period: January 1, 2018, until December 31, 2020), the following performance criteria apply:

Performance criteria – LTIP 2018

Criteria	Weighting
Relative Total Shareholder Return (TSR)	50%
Free cash flow before dividends and excl. Divestments and Acquisitions 3-year Ø	50%

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

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

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

The LTIP 2018 vests on March 31, 2021. The vesting levels for each of the performance criteria are shown in the table below.

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

Level of vesting


Criteria	Performance	Vesting
Free cash flow before dividends and excl. Divestments and Acquisitions 3-year Ø	Maximum	200%
	Target	100%
Relative TSR	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%

The Target LTI amount for each Executive Board member is defined as follows and will be paid out assuming vesting levels of 100%:

Target variable remuneration – LTIP 2018

In EUR	Seele	Pleininger	Florey	Leitner
LTIP 2018	1,500,000	500,000	387,500	387,500

The **total vesting percentage for the LTIP 2016** is 92.6% of the maximum grant, and the corresponding transfer of shares or cash payment will be made in 2019. The actual achievements are reviewed by an independent expert.

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

Performance scorecard – LTIP 2016

Criteria	Threshold	Target	Stretch	Actual	Weighting	Vesting (% of max. grant value)
Relative TSR vs. peers	at or below 1st quartile (≤25th percentile)	at median (=50th percentile)	at or above 3rd quartile (≥75th percentile)	at or above 3rd quartile	70%	70%
FCF after dividends excl. divestments 3-year Ø	in EUR mn –300 Ø p.a.	200 Ø p.a.	500 Ø p.a.	(218) Ø p.a.	10%	3.2%
Action Item Response Rate 3-year Ø: Incidents & Near Misses	89%	93%	97%	96%	2.5%	2.3%
Action Item Response Rate 3-year Ø: Findings & Hazards	86%	90%	94%	94%	2.5%	2.5%
Contractor Management 3-year Ø	≥ 75%	> 85%	> 95%	92%	5%	4.6%
Performance of divestments & acquisitions	Based on pre-defined criteria, in particularly value generation for the company			10%	10%	10%
Total vesting percentage					100%	92.6%

Shareholding requirements for members of the Executive Board

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

To the extent the shareholding requirement is not fulfilled, payments from the LTIP will be automatically made in the form of shares (net after tax deduction). If the shareholding requirement is already fulfilled, the payout can be made either in cash or shares. The base for the calculation of the respective number of shares is the average closing price on the Vienna Stock Exchange of the OMV share over the three-month period from January 1, 2018, to March 31, 2018 (EUR 50.02).

Shareholding requirement and fulfillment

	Shareholding requirement		Fulfillment	
	In shares	As % salary	In shares ¹	As % requirement
Seele	91,974	200	70,890	77.08
Pleininger	47,032	175 ²	28,511	60.62
Florey	43,897	150	13,401	30.53
Leitner	43,897	150	65,245	148.63

¹ On Company trustee deposits

² The stated shareholding requirement results from the LTIP 2016, when Mr. Pleininger still had an obligation of 150% of his gross annual salary; since his appointment as Deputy CEO, a shareholding requirement of 175% applies.

Clawback

Both the Equity Deferral and the LTIP are subject to **clawback** regulations that, under certain circumstances, allow the adjustment of outstanding compensation and/or the reclaim of compensation already paid out. In case of a clawback event, cash or company shares granted under Equity Deferral or LTIP will be reduced or may be clawed back upon request from the Supervisory Board. The following reasons are considered clawback events: adjustment of approved financial statements due to a mistake, material failure of risk management that leads to significant damages as well as serious misconduct of individual Executive Board members that violates Austrian law. Furthermore, in case any payout in cash or transfer of shares is based on incorrect data, the amounts will be corrected and claimed back accordingly.

Remuneration levels in 2018**Executive Board remuneration¹**

In EUR

Remuneration 2018	Seele	Pleininger	Florey	Leitner	Total
Fixed (base salary)	1,100,000	750,000	700,000	700,000	3,250,000
Variable (Cash Bonus 2017)	900,000	575,000	600,000	700,000	2,775,000
Benefits in kind (company car, accident insurance and reimbursed expenses)	13,025	12,665	51,190 ²	12,544	89,424
Total	2,013,025	1,337,665	1,351,190	1,412,544	6,114,424
Variable (Equity Deferral 2017; in shares) ³	16,888	10,790	11,259	13,135	52,072
Fixed/variable ratio ⁴	26/74	33/67	40/60	19/81	27/73
LTIP 2015 (cash) ⁵	0	0	0	1,724,101	1,724,101
LTIP 2015 (in shares) ⁵	33,014	9,607	0	0	42,621

¹ There are discrepancies between individual items and totals due to rounding differences. The variable components relate to target achievement in 2017, for which variable compensation was paid in 2018

² Including schooling costs, moving costs and related taxes

³ The "Share part of the Annual Bonus" was renamed to Equity Deferral at the grant date

⁴ Split of total compensation. Fixed includes base salary and benefits in kind; variable includes Cash Bonus, Equity Deferral ("Share Part of the Annual Bonus") and LTIP 2015

⁵ LTIP payout in cash or shares depending on fulfillment of shareholding requirement:

Rainer Seele received pro-rated payout in shares for LTIP 2015 as he joined the Executive Board effectively July 1, 2015

Johann Pleininger received pro-rated payout in shares and in addition cash payment amounting to EUR 0.52 mn based on the Senior Manager LTIP 2015

Since the gradual appointment of new members to the Executive Board, OMV has seen remarkable performance. With a share price increase of 52% between July 2015 and December 2018, OMV has substantially outperformed relevant benchmarks such as the FTSEurofirst E300 Oil & Gas (2% increase). Furthermore, the Executive Board rigorously pursues a growth strategy to strengthen OMV's competitiveness and earning power. To reward the Executive Board's performance and incentivize it further, the Remuneration Committee revisited the level of each Executive Board member's remuneration package and benchmarked it

against a relevant European Oil & Gas peer group. The Executive Board members' performance, their roles and responsibilities as well as the overall situation of the Company were taken into account. Based on this analysis and considering retention risk and the re-design of the compensation system to include an overall compensation cap, the salary of selected Executive Board members was increased to competitive market levels. As in the past, salaries are not subject to automatic consumer price inflation increases but instead will be reviewed on an annual basis together with the performance of the Executive Board members.

Pension fund contributions

In EUR	
Seele	275,000
Pleininger	187,500
Florey	175,000
Leitner	175,000
Total	812,500

Based on their former employment contracts as Executive Board members, Gerhard Roiss, David C. Davies, Hans-Peter Floren and Jaap Huijskes received payments in 2018. David C. Davies received bonus and LTIP payments in 2018. Jaap Huijskes, Gerhard Roiss and Hans-Peter Floren received LTIP payments in 2018.

Payments to former Executive Board members

In EUR	Davies	Huijskes	Roiss	Floren
Remuneration entitlements for 2018 (bonus and LTIP) ¹	2,735,317	1,776,177	3,300,387	1,477,774
Payments for contractual obligations ²	0	0	0	0
Total	2,735,317	1,776,177	3,300,387	1,477,774

¹ Cash Bonus and Equity Deferral (MSP) related to target achievement in 2017 and LTIP related to target achievement in 2015–2017

² Base salary and benefits in kind

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

Directors' and Officers' (D&O) insurance

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

Indemnity

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

Policy principles for remuneration within the OMV Group

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

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

- ▶ Performance bonuses
- ▶ Long Term Incentive Plans
- ▶ Employee stock ownership plan
- ▶ Company cars

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

- ▶ Retirement plans
- ▶ Subsidized canteen
- ▶ Health centers
- ▶ Kindergarten
- ▶ Anniversary payments
- ▶ Recognition – thx!

Selected employees at senior management levels of the Group (79 individuals) are eligible for the Long Term Incentive Plan. They are also eligible for bonus programs, as outlined below. In addition, the Executive Board grants a Transformation Bonus to selected employees at senior management levels of the Group, which is dependent on the fulfillment of predefined KPIs. The successful target achievement led to a payout in 2018, potentially another will follow in 2021.

In 2018, approximately 4,200 managers and experts participated in a Management by Objectives (MbO) program. The actual bonuses paid out under this program depend on the respective target achievement. OMV also provides bonus schemes for other employee groups, which vary from country to country. Employee representatives are involved in designing these incentive schemes. In all these systems, actual bonus amounts and their payout are dependent upon the achievement of financial and non-financial corporate targets, as well as individual targets agreed with each employee.

Supervisory Board

OMV's Supervisory Board consists of ten members elected by the General Meeting (shareholders' representatives) and five members delegated by the Group works council. Four of the current shareholders' representatives were elected at the 2014 Annual General Meeting (AGM), one was elected at the 2015 AGM, three were elected at the 2016 AGM and two were elected at the 2018 AGM. The members of OMV's Supervisory Board in 2018 and their appointments to supervisory boards of other domestic or foreign listed companies as well as any management functions held are shown below.

Peter Löscher, * 1957

Chairman

Seats: Sulzer AG (Chairman), Telefonica, S. A.

Gertrude Tumpel-Gugerell, * 1952

Deputy Chairwoman

Seats: Commerzbank AG, Vienna Insurance Group AG

Murtadha Al Hashmi, * 1966

(until May 22, 2018)

Deputy Chairman

(Senior Advisor, Mubadala Investment Company (from January 2, 2018))

Seats: no seats in domestic or foreign listed companies

Alyazia Ali Al Kuwaiti, * 1979

(from May 22, 2018)

Deputy Chairwoman

(Executive Director Upstream & Integrated, Mubadala Investment Company PJSC)

Seats: no seats in domestic or foreign listed companies

Ahmed Matar Al Mazrouei, * 1972

(until May 22, 2018)

(Senior Advisor, Mubadala Investment Company PJSC)

Seats: no seats in domestic or foreign listed companies

Wolfgang C. Berndt, * 1942

Seats: no seats in domestic or foreign listed companies

Helmut Draxler, * 1950

Seats: no seats in domestic or foreign listed companies

Marc H. Hall, * 1958

(Managing Director, R&EM – Restructuring & Energy Management e.U.)

Seats: no seats in domestic or foreign listed companies

Mansour Mohamed Al Mulla, * 1979

(from May 22, 2018)

(CFO Petroleum & Petrochemicals, Mubadala Investment Company PJSC)

Seats: Aldar Properties PJSC, Waha Capital PJSC

Karl Rose, * 1961

(Strategy Advisor, Abu Dhabi National Oil Company)

Seats: no seats in domestic or foreign listed companies

Herbert Werner, * 1948

(Managing Director, HCW Verkehrsbetriebe GmbH; Managing Director, HCW Vermögensverwaltungs GmbH)

Seats: Ottakringer Getränke AG (Deputy Chairman)

Elif Bilgi Zapparoli, * 1967

(Global Co-Head Capital Markets, Bank of America Merrill Lynch)

Seats: no seats in domestic or foreign listed companies

Delegated by the Group works council (employee representatives)**Christine Asperger, * 1964****Herbert Lindner, * 1961****Alfred Redlich, * 1966****Gerhard Singer, * 1960****Wolfgang Baumann, * 1958 (until March 23, 2018)****Angela Schorna, * 1980 (from March 23, 2018)**

More detailed information about all members of OMV's Supervisory Board, including their professional careers, can be downloaded from OMV's website at www.omv.com > About us > Supervisory Board.

Diversity

The main considerations in selecting the members of the Supervisory Board are relevant knowledge, personal integrity and experience in executive positions. Furthermore, aspects of diversity of the Supervisory Board with respect to the internationality of the members, the representation of both

genders and the age structure are taken into account. The Supervisory Board includes five women and three non-Austrian nationals. The members of the Supervisory Board are aged between 38 and 76.

Independence

The Supervisory Board has defined the criteria that constitute independence (resolutions dated March 21, 2006, and March 25, 2009). In addition to the guidelines set out in Annex 1 of the ACCG, the Supervisory Board has established the following criteria with regard to its members elected by the General Meeting:

- ▶ A Supervisory Board member shall not serve on the Executive Board of an OMV Group company.
- ▶ A Supervisory Board member shall not hold stock options issued by the Company or any affiliated company, or receive any other performance-related remuneration from an OMV Group company.
- ▶ A Supervisory Board member shall not be a shareholder with a controlling interest in the meaning of EU Directive 83/349/EEC (i.e. a shareholder's interest of 50% or a dominant influence, e.g. through the right to appoint Board members) or represent such a shareholder.

All members elected by the General Meeting except Helmut Draxler and Herbert Werner, regarding the duration of their terms, have declared their independence from the Company and its Executive Board during the 2018 financial year and up to the time of making such declarations (C-rule 53 of the ACCG). Under C-rule 54 of the ACCG, Peter Löscher, Wolfgang C. Berndt, Elif Bilgi Zapparoli, Helmut Draxler, Karl Rose, Marc H. Hall, Gertrude Tumpel-Gugerell and Herbert Werner have made declarations to the effect that they were not shareholders with a stake of more than 10% or represented such shareholders' interests during the financial year 2018 and up to the time of making such declarations. Peter Löscher, Gertrude Tumpel-Gugerell, Marc H. Hall and Karl Rose were nominated for the election as Supervisory Board members by the nomination committee of the Österreichische Bundes- und Industriebeteiligungen GmbH ("ÖBIB")¹ and, subsequently (after being so proposed by the Presidential and Nomination Committee and the Supervisory Board), they were elected as Supervisory Board members.

¹ With effect as of February 20, 2019 Österreichische Bundes- und Industriebeteiligungen GmbH was transformed into a joint-stock company and renamed as Österreichische Beteiligungen AG.

Position and committee memberships

Name	Supervisory Board and Committees 2018 ¹					Remuneration		Term of office
	SB	PNC	PPC	AC	RC	2017 ² in EUR	2018 ³ in EUR	
Peter Löscher	C	C	DC	M	C	80,000	80,000	May 18, 2016, to 2020 AGM
Gertrude Tumpel-Gugerell	DC	DC	M	C	M	61,000	67,110	May 19, 2015, to 2020 AGM
Murtadha Al Hashmi	DC	DC	DC	DC	DC	73,000	28,400	May 10, 2012, to May 22, 2018
Alyazia Ali Al Kuwaiti	DC	DC	DC	DC	DC	–	44,600	May 14, 2008, to May 18, 2016 and May 22, 2018, to 2019 AGM
Wolfgang C. Berndt	M	–	–	DC	DC	44,000	44,000	May 26, 2010, to 2019 AGM
Helmut Draxler	M	–	–	M	M	40,000	40,000	Oct. 16, 1990, to 2019 AGM
Marc H. Hall	M	–	M	–	–	30,000	30,000	May 18, 2016, to 2019 AGM
Ahmed Matar Al Mazrouei	M	M	M	–	–	40,000	15,562	May 18, 2016, to May 22, 2018
Mansour Mohamed Al Mulla	M	M	M	–	–	–	24,438	May 22, 2018, to 2019 AGM
Karl Rose	M	–	C	–	–	34,000	34,000	May 18, 2016, to 2019 AGM
Herbert Werner	M	–	–	M	–	30,000	30,000	June 4, 1996, to 2019 AGM
Elif Bilgi Zapparoli	M	–	–	–	–	20,000	20,000	May 13, 2009, to 2019 AGM
Christine Asperger	M	M ⁶	M ⁷	–	–	– ⁴	– ⁴	Since Jan. 1, 2013 ⁵
Wolfgang Baumann	M	M	–	M	–	– ⁴	– ⁴	Dec. 16, 1998, to Apr. 1, 1999, and Nov. 11, 2004, to March 23, 2018 ⁵
Herbert Lindner	M	–	M	M	–	– ⁴	– ⁴	Since June 1, 2013 ⁵
Alfred Redlich	M	M	M ⁶	–	–	– ⁴	– ⁴	Since June 1, 2013 ⁵
Gerhard Singer	M	–	M	M	–	– ⁴	– ⁴	Since Sept. 26, 2016 ⁵
Angela Schorna	M	M ⁷	–	M	–	– ⁴	– ⁴	Since March 23, 2018 ⁵

¹ Abbreviations: SB = Supervisory Board, PNC = Presidential and Nomination Committee, PPC = Portfolio and Project Committee, AC = Audit Committee, RC = Remuneration Committee. C = Chairman/Chairwoman; DC = Deputy Chairman/Chairwoman; M = Member; AGM = Annual General Meeting; Members of the Supervisory Board whose term ended in the business year 2017 are not listed herein

² Meeting fees in the amount of EUR 400/meeting, as well as any applicable reimbursement of withholding tax, are not included therein

³ Based on remuneration as adopted by the AGM 2018; subject to approval by the 2019 AGM

⁴ Members delegated to the Supervisory Board by the Group works council do not receive remuneration but just attendance expenses

⁵ Delegation by the Group works council is for an indefinite period of time; however, the employee representatives may be recalled at any time by the delegating body

⁶ since June 27, 2018

⁷ until June 27, 2018

Working practices of the Supervisory Board

The Supervisory Board fulfills its duties – in particular supervising the Executive Board and advising it on strategy – by discussing the Company's situation and objectives during board meetings. Decisions are also taken at these meetings, except in cases of urgency where decisions can be taken by circular vote. The set-up of four committees ensures that best possible use is made of the Supervisory Board members' expertise. Brief descriptions

of these committees are given below (see also the Report of the Supervisory Board for an overview of the individual committees' main activities in 2018). In 2018, six meetings of the Supervisory Board and 16 Committee meetings were held. In several of these meetings, the Executive Board and the Supervisory Board discussed strategic matters of OMV. No member of the Supervisory Board attended fewer than half of the meetings.

Attendance of Supervisory Board and Committee meetings in 2018 was as follows:

Attendance of Supervisory Board and Committee Meetings in 2018¹

Name	SB	PNC	PPC	AC	RC
Peter Löscher	6/6	3/3	4/4	6/6	3/3
Gertrude Tumpel-Gugerell	6/6	2/3	2/4	5/6	1/1 ³
Murtadha Al Hashmi ²	1/2	2/2	0/1	3/3	2/2
Alyazia Ali Al Kuwaiti ³	2/4	1/1	2/3	2/3	1/1
Wolfgang C. Berndt	6/6			6/6	3/3
Helmut Draxler	6/6			5/6	3/3
Marc H. Hall	6/6		4/4		
Ahmed Matar					
Al Mazrouei ²	2/2	2/2	1/1		
Mansour Mohamed					
Al Mulla ³	4/4	1/1	2/3		
Karl Rose	5/6		3/4		
Herbert Werner	6/6			6/6	
Elif Bilgi Zapparoli	4/6				
Christine Asperger	6/6	1/1 ⁶	1/1 ⁷		
Wolfgang Baumann ⁴	1/1	1/1		2/2	
Herbert Lindner	6/6		4/4	6/6	
Alfred Redlich	6/6	3/3	3/3 ⁶		
Angela Schorna ⁵	5/5	1/1 ⁷		3/4	
Gerhard Singer	6/6		4/4	5/6	

¹ Abbreviations: SB = Supervisory Board, PNC = Presidential and Nomination Committee, PPC = Portfolio and Project Committee, AC = Audit Committee, RC = Remuneration Committee.

² until May 22, 2018

³ since May 22, 2018

⁴ until March 23, 2018

⁵ since March 23, 2018

⁶ since June 27, 2018

⁷ until June 27, 2018

The Supervisory Board performed a self-evaluation and discussed the efficiency of its activities, in particular its organization and work procedures.

Presidential and Nomination Committee

This committee is empowered to take decisions on matters of urgency. The Supervisory Board may transfer other duties and powers of approval to the Presidential and Nomination Committee on an ad hoc or permanent basis. In its capacity as the Nomination Committee, this body makes proposals to the Supervisory Board for the appointment or replacement of Executive Board members and deals with succession planning. It also makes recommendations to the General Meeting for appointments to the Supervisory Board. There were three meetings of the Presidential and Nomination Committee in 2018, in which discussions focused on Executive and Supervisory Board matters.

Audit Committee

This committee performs the duties established by section 92 (4a) Stock Corporation Act. The committee held six meetings during the year. It predominantly dealt with preparations for the audit of the annual financial statements, assessment of the auditors' activities, internal audit, internal control and risk management systems, as well as the presentation of the annual financial statements. Gertrude Tumpel-Gugerell is the financial expert within the Audit Committee in the meaning of section 92 (4a) (1) Stock Corporation Act.

Auditors

The Supervisory Board monitors auditors' independence and reviews a breakdown of the audit fees and fees for additional services besides auditing activities. In 2018, the auditors Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. (including their network in the meaning of section 271b Code of Commerce) received EUR 2.94 mn for the annual audit, EUR 0.64 mn for other assurance services, EUR 0.05 mn for tax advisory services and EUR 0.24 mn for other engagements.

Portfolio and Project Committee

This committee supports the Executive Board in preparing complex decisions on key issues where necessary and reports on these decisions and any recommendations to the Supervisory Board. In 2018, four meetings of the Portfolio and Project Committee were held.

Remuneration Committee

This committee deals with all aspects of the remuneration of Executive Board members and with their employment contracts. The committee's membership does not include employee representatives. The committee is empowered to conclude, amend and terminate Executive Board members' employment contracts and to take decisions on the awarding of bonuses (variable remuneration components) and other such benefits to them. The Remuneration Committee met three times during 2018. Executive Board members were invited to attend parts of some of the meetings of the Remuneration Committee.

HKP Group provided remuneration advice to the Committee, which included advice on the appropriate structure and level of Executive Board compensation in line with regulatory requirements and market practice.

They were appointed by the Remuneration Committee and did not advise the OMV Executive Board, ensuring independence with respect to the Austrian Code of Corporate Governance.

Conflicts of interest and dealings by members of the Supervisory Board requiring approval

There were no transactions requiring approval in accordance with section 95 (5) (12) Stock Corporation Act. The Internal Rules of the Supervisory Board contain detailed procedures for the treatment of conflicts of interest on the part of Supervisory Board members.

Remuneration

In accordance with the Articles of Association, the AGM resolves the remuneration of the Supervisory Board members elected by the General Meeting for the previous financial year. The 2018 AGM adopted the remuneration scale for the 2017 financial year as shown in the table below.

Remuneration for Supervisory Board members

In EUR¹

Chairman/Chairwoman	30,000
Deputy Chairman/Chairwoman	25,000
Ordinary member	20,000
Committee Chairman/Chairwoman	14,000
Committee Deputy Chairman/Chairwoman	12,000
Ordinary Committee member	10,000

¹ Meeting fees in the amount of EUR 400/meeting, as well as any applicable reimbursement of withholding tax, are not included therein

The amounts for the 2017 financial year were disbursed to the Supervisory Board members concerned in 2018; these were exclusive of expenses (travel and attendance expenses). In 2018, the Supervisory Board members' remuneration (for the 2017 financial year and including reimbursement for withholding tax as applicable) accounted for EUR 0.51 mn, attendance expenses for EUR 0.07 mn and travel expenses for EUR 0.25 mn.

Employee participation

The Group works council holds regular meetings with the Executive Board in order to exchange information on developments affecting employees. Furthermore, the Group works council has made use of its right to delegate members to the Supervisory Board (one employee representative for every two members elected by the General Meeting). Therefore, out of the 15 Supervisory Board members, five members are employee representatives.

Rights of minority shareholders

- ▶ General Meeting: An Extraordinary General Meeting must be convened at the request of shareholders holding not less than 5% of the shares.
- ▶ Agenda items must be included at the request of shareholders holding not less than 5% of the shares.
- ▶ Shareholders holding not less than 1% of the shares may submit resolution proposals on all agenda items. Such resolution proposals must be posted on the website upon request of the respective shareholders.
- ▶ Shareholders holding not less than 10% of the shares may require an extraordinary audit in the event of grounds for suspicion of irregularities, or gross violations of the law or the Articles of Association.
- ▶ All shareholders having duly provided evidence of their shareholding are entitled to attend General Meetings, ask questions and vote.
- ▶ Election of the Supervisory Board: If elections for two or more positions to the Supervisory Board are held at the same General Meeting, separate votes must be held for each position. If elections for three or more seats on the Supervisory Board are held at the same General Meeting, and if prior to the vote on the last position to be assigned it is found that at least one-third of all the votes have been cast in favor of the same person but he or she has not been elected, then this person must be declared as Supervisory Board member.

Women's Advancement and Diversity Concept

Diversity is an enormous strength that OMV actively builds on now, and in the future. Consequently OMV strives to continuously develop new initiatives and measures that promote diversity and equal opportunities. OMV is committed to its Group diversity strategy with focus on gender and internationality. Being active in an industry with a strong technical focus, it is particularly challenging for OMV to achieve a satisfactory gender balance in all fields of business activity. OMV is committed to supporting women's advancement to managerial positions. The strategic objective is to achieve the best diversity mix at the senior management level. The aim is to increase the female representation in Senior Leadership roles, from 18% to 25% by 2025 through a number of initiatives such as mentoring, succession planning, specific trainings as well as initiatives to increase work/life flexibility.

The proportion of women in the Group as a whole is approximately 25%. Within OMV's leadership development programs, in 2018 the proportion of women was 28% (22% in 2017). In the First Time Leaders program for new leaders, OMV reached a remarkable rate of 38% of female participants. Within OMV's Upstream integrated graduate development program for technical skill pools, the proportion of women was 25% in 2018 (22% in 2017). The topic of diversity has been incorporated in all Leadership Development programs and embedded in the OMV People Strategy.

OMV promotes talents from different backgrounds, thus ensuring the best mix in diverse teams. OMV especially supports the recruitment and development of women in technical positions.

Through using gender-neutral language in OMV's job advertisements and through publishing all job advertisements internally, together with the constant monitoring of gender, age, employee background, seniority as well as salary equality, OMV is ensuring fair treatment and contributing to equal opportunities among men and women at all career stages.

Female employees initiated a Diversity Network to raise awareness for diversity topics and to boost female careers in the technical area through a collaboration site and joint activities.

OMV Head Office in Vienna has two company kindergartens attended by children of OMV employees. In order to spark girls' interest in technical careers early on in their lives OMV again participated in Vienna's Girls' Day.

The Executive Board and Supervisory Board consider the described measures and programs to foster the variety of the workforce as a key element to strengthen the diversity of the internal pool of Executive Board succession candidates. The Presidential and Nomination Committee concerns itself at least once a year with the identification and development of internal potentials. In addition to internal succession planning, the Supervisory Board also makes use of external recruitments in order to best fill open Executive Board positions. In the selection of Executive Board members – be it internally or externally – special attention is given to balance gender, age, and international experience in addition to professional skills.

Currently, no woman is part of the Executive Board of OMV. The Executive Board members of OMV are between 53 and 58 years old, comprise two different nationalities, and have acquired comprehensive international management experience.

Until 2018, the Supervisory Board members elected by the Annual General Meeting upon proposal by ÖBIB were nominated by the Nomination Committee of the Austrian Federal Government. The selection of candidates is based on various criteria, particularly the candidates' professional skills, personal integrity, independence, and impartiality. In addition, diversity aspects such as the representation of both genders, a balanced age distribution, and internationality of members is taken into consideration.

At present, the Supervisory Board of OMV includes five women, corresponding to a share of 30%. Particular focus will be given to a further strengthening of industry-specific competencies and the internationality of Supervisory Board members in line with the company's strategic orientation. With members aged between 38 and 76 years, the Supervisory Board shows a balanced age structure.

External evaluation of Corporate Governance

An external evaluation of OMV's compliance with the provisions of the ACCG is performed each year. Regarding the evaluation for 2018, OMV engaged Mathias Ettl of the law firm Berger Ettl Rechtsanwälte. The official questionnaire of the Austrian Working Group for Corporate Governance was used for the evaluation, and the result was that OMV is in full compliance with the Austrian Corporate Governance Code including all non-compulsory recommendations. The report of the evaluation is available for download on OMV's website (www.omv.com).

Vienna, March 13, 2019

The Executive Board

Rainer Seele m.p.

Johann Pleininger m.p.

Reinhard Florey m.p.

Manfred Leitner m.p.