

3

CONSOLIDATED CORPORATE GOVERNANCE REPORT

94 — 104

Consolidated Corporate Governance Report

As a publicly listed company with its headquarters in Austria, OMV 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 of the company, 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 was last evaluated externally by independent advisors for the 2022 financial year. The report on the evaluation is available at www.omv.com and confirms OMV's compliance with the ACCG in relation to all so-called "comply or explain" rules (the "C-rules") and all recommended rules (the "R-rules"). In relation to C-rules 27 and 28, explanations concerning the structure of the remuneration of the OMV Executive Board and the Supervisory Board are given in the Remuneration Policy. The implementation of the policy and the performance outcomes of the financial year under review are set out in the Remuneration Report for OMV's Executive Board and Supervisory Board, which has been prepared annually since the 2020 financial year. The Remuneration Policy and the Remuneration Report are published on www.omv.com. The next external evaluation of compliance with the ACCG is scheduled to be carried out for the 2024 financial year.

For OMV Petrom S.A., a company consolidated in the OMV Group and the shares of which are publicly listed on the Bucharest Stock Exchange and were publicly listed on the London Stock Exchange until October 25, 2023, the relevant Corporate Governance Report can be found at www.omvpetrom.com/en/about-us/corporate-governance-aboutus.

In accordance with the recommendation in the AFRAC opinion on the Corporate Governance Report, the Corporate Governance Report of OMV as the parent company and the consolidated Corporate Governance Report are combined in one report.

Executive Board

Alfred Stern, *1965

Date of initial appointment: April 1, 2021

End of the current period of tenure: August 31, 2026

Chairman of the Executive Board and Chief Executive Officer

Alfred Stern was in charge of the Chemicals & Materials segment until January 31, 2023, with Daniela Vlad joining the Executive Board on February 1, 2023 and taking over this responsibility.

Alfred Stern has been Chairman of the Executive Board and Chief Executive Officer of OMV Aktiengesellschaft since September 2021. Prior to joining the OMV Group in April 2021 as Board Member for the Chemicals & Materials segment, he was CEO of Borealis since July 2018. During his 14 years at Borealis, Alfred Stern held a series of other executive positions at Borealis, and before his appointment as CEO of Borealis Board Member for the Polyolefins and Innovation & Technology divisions. He started his career at DuPont de Nemours, which led to extensive international experience in Switzerland, Germany, and the US across the spectrum of Research and Development, Sales and Marketing, and Quality and Business Management.

Alfred Stern studied at the Montanuniversität Leoben in Austria. He holds a PhD in Material Science and a Master's in Polymer Engineering and Science.

Functions in major subsidiaries of the OMV Group

Company	Function
OMV Petrom S.A.	President of the Supervisory Board
Borealis AG	Chairman of the Supervisory Board (until April 18, 2023)
OMV Downstream GmbH	Managing Director (until January 31, 2023)

Reinhard Florey, *1965

Date of initial appointment: July 1, 2016
 End of the current period of tenure: June 30, 2025
 Chief Financial Officer
 Reinhard Florey headed the Energy segment on an interim basis from January 1, 2023, to February 28, 2023, after which Berislav Gaso became an Executive Board member on March 1, 2023 and took over this responsibility.

Reinhard Florey graduated in mechanical engineering and economics from Graz University of Technology while also completing his music studies at the University of Music and Performing Arts Graz. He started his career in corporate and strategy consulting.

From 2002 to 2012, he worked in various positions worldwide for Thyssen Krupp Steel. Prior to his appointment to the Executive Board of OMV his most recent post was as Chief Financial Officer and deputy Chief Executive Officer of Outokumpu Oyj.

Functions in major subsidiaries of the OMV Group

Company	Function
OMV Petrom S.A.	Member of the Supervisory Board
OMV Petrom Global Solutions SRL	President of the Supervision Body
Borealis AG	Member of the Supervisory Board
SapuraOMV Upstream Sdn. Bhd.	Chairman of the Board of Directors (from January 1, 2023 to March 8, 2023)
OMV Downstream GmbH	Managing Director (from January 1, 2023 to February 28, 2023)
OMV Exploration & Production GmbH	Managing Director (from January 1, 2023 to February 28, 2023)
OMV Austria Exploration & Production GmbH	Chairman of the Supervisory Board (from January 1, 2023 to March 8, 2023)

Functions in companies not included in the consolidated financial statements

Company	Function
Bayport Polymers LLC	Member of the Board of Non-Executive Directors (since June 21, 2023)
Wiener Börse AG	Member of the Supervisory Board
Alfred Umdasch Privatstiftung	Member of the Foundation Board

Daniela Vlad, *1970

Date of initial appointment: February 1, 2023
 End of the current period of tenure: January 31, 2026
 Executive Board member for the Chemicals & Materials business segment.

Romanian-born Daniela Vlad holds a Master's degree in Chemical Engineering from the Technical University of Timisoara in Romania and a cum laude Master in Business Administration from Twente University in the Netherlands. Following her studies, she held management positions at Shell and Philips, and most recently was responsible for key global businesses at AkzoNobel, including Powder Coatings and Industrial Coatings.

Thanks to her many years of international experience in the chemicals industry and in leading strategic transformations, Daniela Vlad combines chemical and financial know-how with experience in the field of sustainable technical solutions.

Functions in major subsidiaries of the OMV Group

Company	Function
Borealis AG	Chairwoman of the Supervisory Board (since April 19, 2023)
OMV Downstream GmbH	Managing Director (since February 1, 2023)

Functions in companies not included in the consolidated financial statements

Company	Function
Borouge PLC	Member of the Board of Non-Executive Directors (since June 6, 2023)

Martijn van Koten, *1970

Date of initial appointment: July 1, 2021
 End of the current period of tenure: June 30, 2026
 Executive Board member for the Fuels & Feedstock business segment.

Martijn van Koten was born in the Netherlands, where he studied chemical engineering at Delft University of Technology.

He began his professional career at Shell in 1994, taking on several management and technical positions in the refining and downstream business in the UK, Germany, and the Netherlands. Starting 2004, Martijn van Koten assumed the General Manager positions at the Shell production facilities in Sweden and Singapore, before becoming Vice President Manufacturing East & Middle East in Singapore in 2009 and Vice President Supply & Distribution Americas in the USA in 2013.

In 2013, Martijn van Koten joined Borealis in Austria as Executive Board Member Operations, HSE & PTS. From 2018 to June 2021, he was the Borealis Executive Board member for the Base Chemicals & Operations business segment.

Functions in major subsidiaries of the OMV Group

Company	Function
OMV Petrom S.A.	Deputy Chairman of the Supervisory Board
Borealis AG	Member of the Supervisory Board
OMV Downstream GmbH	Managing Director

Functions in companies not included in the consolidated financial statements

Company	Function
Abu Dhabi Oil Refining Company (Takreer)	Member of the Board of Non-Executive Directors

Berislav Gaso, *1974

Date of initial appointment: March 1, 2023
 End of the current period of tenure: February 28, 2026
 Executive Board member for the Energy business segment

Berislav Gaso holds a Master's degree in Mechanical Engineering from the Technical University of Munich, Germany, and a PhD in Business Administration from the University of St. Gallen, Switzerland. After working as a junior partner at McKinsey & Company, he held various management positions in the MOL Group. Before he joined OMV, he was Executive Vice President in charge of the MOL Group's Exploration & Production division.

Functions in major subsidiaries of the OMV Group

Company	Function
OMV Petrom S.A.	Member of the Supervisory Board (since March 17, 2023)
SapuraOMV Upstream Sdn. Bhd.	Chairman of the Board of Directors (since March 9, 2023)
OMV Downstream GmbH	Managing Director (since March 1, 2023)
OMV Exploration & Production GmbH	Managing Director (since March 1, 2023)
OMV Austria Exploration & Production GmbH	Chairman of the Supervisory Board (since March 9, 2023)

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 meetings at least every two weeks to exchange information and issue decisions on all matters requiring plenary approval.

Supervisory Board

OMV's Supervisory Board consists of ten members elected by the Annual General Meeting (shareholders' representatives) and five members delegated by the Group's Works Council. Two of the current shareholders' representatives were elected at the 2019 Annual General Meeting (AGM), one at the 2021 AGM, six at the 2022 AGM, and one at the 2023 AGM. The members of OMV's Supervisory Board in 2023 and their appointments to supervisory boards of other domestic or foreign listed companies, as well as any management functions held, are shown below.

Mark Garrett, *1962

Chairman (until May 31, 2023)
(Ad Interim Group CEO Archroma Management GbmH since May 1, 2023)
Seats: Umicore, Orica (since January 15, 2023)

Lutz Feldmann, *1957

Chairman (since May 31, 2023)
(Independent business consultant)
Seats: EnBW Energie Baden-Württemberg AG

Edith Hlawati, *1957

Deputy Chairwoman
(Chief Executive Officer, Österreichische Beteiligungs AG)
Seats: VERBUND AG, Telekom Austria AG, Österreichische Post AG (until April 20, 2023), EuroTeleSites AG (since September 22, 2023)

Saeed Al Mazrouei, *1980

Deputy Chairman
(Deputy Chief Executive Officer, Direct Investments, Mubadala Investment Company until August 31, 2023; Managing Director and CEO, Abu Dhabi Investment Council since September 1, 2023)
Seats: Abu Dhabi Commercial Bank (ADCB)

Alyazia Ali Al Kuwaiti, *1979

(Executive Director Energy, Mubadala Investment Company until August 31, 2023; Executive Director UAE Industries, UAE Investments Platform since September 1, 2023)
No seats in domestic or foreign listed companies

Stefan Doboczky, *1967

(Chief Executive Officer, Heubach Group)
No seats in domestic or foreign listed companies

Jean-Baptiste Renard, *1961

(Independent business consultant)
No seats in domestic or foreign listed companies

Karl Rose, *1961

(Independent business consultant)
No seats in domestic or foreign listed companies

Elisabeth Stadler, *1961

(Chief Executive Officer, VIENNA INSURANCE GROUP AG – Wiener Versicherung Gruppe until June 30, 2023)
Seats: voestalpine AG, Österreichische Post AG (since April 20, 2023)

Robert Stajic, *1979

(Executive Director, Österreichische Beteiligungs AG)
Seats: VERBUND AG

Gertrude Tumpel-Gugerell, *1952

Seats: Commerzbank Aktiengesellschaft, VIENNA INSURANCE GROUP AG – Wiener Versicherung Gruppe, AT&S Austria Technologie & Systemtechnik Aktiengesellschaft

Delegated by the Group's Works Council (employee representatives)

Alexander Auer, *1969

Hubert Bunderla, *1965

Mario Mayrwöger, *1976 (until July 5, 2023)

Alfred Redlich *1966 (since August 30, 2023)

Nicole Schachenhofer, *1976

Angela Schorna, *1980

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 the 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 six women and four non-Austrian nationals (as per December 31, 2023). The members of the Supervisory Board are aged between 43 and 71.

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 Annual 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., an interest of more than 50% of the voting rights or a dominant influence, e.g., through the right to appoint Board members) or represent such a shareholder.

All members elected by the Annual General Meeting declared their independence from the Company and its Executive Board during the 2023 financial year and up to the time of making such declarations (C-rule 53 of the ACCG). Under C-rule 54 of the ACCG, Mark Garrett, Lutz Feldmann, Stefan Doboczky, Jean-Baptiste Renard, Karl Rose, Elisabeth Stadler and Gertrude Tumpel-Gugerell 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 2023 financial year and up to the time of making such declarations. Furthermore, the above-mentioned members of the Supervisory Board were nominated for election as Supervisory Board members by Österreichische Beteiligungs AG, which must comply with the strict independence and incompatibility criteria of the Austrian Code of Corporate Governance when nominating or appointing persons as members of the supervisory boards of its affiliated companies, and ensure that they exercise their activities on the supervisory boards of the affiliated companies independently of their own interests or those of legal entities closely associated with them.

Positions and committee memberships in 2023¹

Name	Supervisory Board and committees 2023 ¹						Term of office
	SB	PNC	PPC	AC	RC	STC	
Mark Garrett	C	C	-	M	C	-	September 29, 2020, to 2023 AGM
Lutz Feldmann	C	C	-	M	C	-	May 31, 2023, to 2027 AGM
Edith Hlawati	DC	DC	-	-	DC	-	June 3, 2022, to 2026 AGM
Saeed Al Mazrouei	DC	DC	DC	-	DC	-	June 2, 2021, to 2024 AGM
Alyazia Ali Al Kuwaiti	M	M	M	DC	-	M	May 22, 2018, to 2024 AGM
Stefan Doboczky	M	-	M	M	-	C	May 14, 2019, to 2025 AGM
Jean-Baptiste Renard	M	-	C	-	-	DC	June 3, 2022, to 2025 AGM
Karl Rose	M	-	M	-	-	-	May 18, 2016, to 2024 AGM
Elisabeth Stadler	M	-	-	DC	M	M	May 14, 2019, to 2025 AGM
Robert Stajic	M	-	DC	M	-	M	June 3, 2022, to 2025 AGM
Gertrude Tumpel-Gugerell	M	-	-	C	M	-	May 19, 2015, to 2024 AGM
Alexander Auer	M	M	M	M	-	-	Since September 1, 2021
Hubert Bunderla	M	M ²	M ²	M	-	M ³	Since January 18, 2021
Mario Mayrwöger	M	-	-	-	-	M	June 7, 2022, to July 5, 2023
Alfred Redlich	M	M ³	M ³	-	-	-	Since August 30, 2023
Nicole Schachenhofer	M	-	M	-	-	M	Since January 18, 2021
Angela Schorna	M	-	-	M	-	M	Since March 23, 2018

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

² Until September 4, 2023

³ Since September 4, 2023

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 urgent cases where resolutions can be taken by circular vote. Five committees ensure that the 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 2023). In 2023, 9 meetings of the Supervisory Board and 26 committee meetings were held. In particular, the Executive Board and the Supervisory Board discussed OMV’s strategy. Saeed Al Mazrouei attended less than half of the meetings of the Portfolio and Project Committee and the Remuneration Committee.

Attendance at Supervisory Board and committee meetings in 2023 was as follows:

Attendance of Supervisory Board and committee meetings in 2023¹

Name	SB	PNC	PPC	AC	RC	STC
Mark Garrett ²	2/2	2/2		2/3	3/3	
Lutz Feldmann ³	7/7	1/1		2/3	3/3	
Edith Hlawati	9/9	3/3				
Saeed Al Mazrouei	4/7 ⁴	2/3	0/7		2/6	
Alyazia Ali Al Kuwaiti	7/7 ⁴	3/3	4/7	4/6		4/4
Stefan Doboczky	7/9		7/7	5/6		4/4
Jean-Baptiste Renard	9/9		7/7			4/4
Karl Rose	9/9		7/7			
Elisabeth Stadler	8/9			3/6	4/6	2/4
Robert Stajic	9/9		7/7	6/6		4/4
Gertrude Tumpel-Gugerell	7/9			6/6	6/6	
Alexander Auer	9/9	3/3	7/7	6/6		
Hubert Bunderla	8/9	3/3	5/5 ⁵	5/6		1/2
Mario Mayrwöger ⁶	4/4					2/2
Alfred Redlich ⁷	4/4		2/2			
Nicole Schachenhofer	9/9		7/7			4/4
Angela Schorna	8/9			5/6		4/4

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

² Until May 31, 2023

³ Since May 31, 2023

⁴ Due to a conflict of interest, it was not possible to attend the meetings on July 27, 2023 and September 6, 2023.

⁵ Until September 4, 2023

⁶ Until July 5, 2023

⁷ Since August 30, 2023

Pursuant to C-rule 36 of the ACCG, the Supervisory Board is tasked with discussing the efficiency of its activities annually, in particular its organization and working practices (self-evaluation).

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 for appointments to the Supervisory Board. There were three meetings of the Presidential and Nomination Committee in 2023, in which discussions focused on Executive and Supervisory Board matters.

Audit Committee

This committee performs the duties set out in section 92 (4a) of the Austrian Stock Corporation Act. The committee held six meetings during the reporting year. It predominantly dealt with preparations for the audit of the annual financial statements, a review of the auditors’ activities, internal audit, the internal control and risk management systems, the presentation of the annual financial statements, and the procedure for the selection of the statutory auditor (Group auditor). Gertrude Tumpel-Gugerell is the financial expert on the Audit Committee within the meaning of section 92 (4a) (1) of the Austrian Stock Corporation Act.

The Audit Committee monitors the auditors’ independence and reviews a breakdown of the audit fees and fees for additional services besides auditing activities. In the financial year 2023, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuergesellschaft (including members of their network within the meaning of section 271b of the Austrian Commercial Code) received EUR 5.40 mn for the annual audit, EUR 0.84 mn for other assurance services, EUR 2.50 mn for tax advisory services, and EUR 0.74 mn for other engagements.

Portfolio and Project Committee

This committee supports the Executive Board in preparing for complex decisions on key issues where necessary and reports on these decisions and any recommendations to the Supervisory Board. In 2023, seven meetings of the Portfolio and Project Committee were held, in which investment and M&A projects in particular were discussed.

Sustainability and Transformation Committee

The purpose of the Sustainability and Transformation Committee is to support the Supervisory Board in reviewing and monitoring OMV's strategy with regard to sustainability, as well as ESG-related standards, performance, and processes. It also focuses on performance specifically in terms of HSSE (Health, Safety, Security, and Environment) and in particular regarding climate change. Furthermore, the committee serves to support and oversee the process of transformation toward a more sustainable business model, including the cultural integration of strategically significant acquisitions. The committee held four meetings during the reporting year.

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 make decisions on the awarding of bonuses (variable remuneration components) and other such benefits to them. The Remuneration Committee met six times during 2023. Executive Board members were invited to attend parts of some of the meetings of the Remuneration Committee.

The hkp/// group was hired by the Remuneration Committee to provide remuneration advice to the committee on the appropriate structure and level of Executive Board compensation in line with regulatory requirements and market practice.

The hkp/// group also provided advice on the creation of OMV's Remuneration Report. The consulting company did not advise the OMV Executive Board on matters relating to Executive Board remuneration, ensuring independence within the meaning of the Austrian Code of Corporate Governance.

Conflicts of interest and dealings by members of the Supervisory Board requiring approval in accordance with section 95(5) (12) of the Austrian Stock Corporation Act

During the reporting year, Supervisory Board member Elisabeth Stadler was chairwoman of the executive board of a company with which insurance and related contracts under standard market and industry terms and conditions (including consideration) existed. Although this business relationship does not raise concerns in relation to a potential conflict of interest, the relevant Supervisory Board approvals were obtained when Elisabeth Stadler was elected to the Supervisory Board.

It is noted that Lutz Feldmann is Chairman of the Supervisory Board of EnBW Energie Baden-Württemberg AG whose business activities overlap with those of the OMV Group in individual areas (particularly in the area of trading and sales of natural gas and e-mobility). In an overall view of the corporate groups concerned, these overlaps do not appear to be material and therefore, in the company's opinion, do not constitute a deviation from C Rule 45 of the Austrian Corporate Governance Code, according to which Supervisory Board members may not assume any functions on the boards of enterprises which are competitors of OMV.

Should specific situations arise that trigger a conflict of interest on the part of a Supervisory Board member in an individual case, the available instruments are applied (in particular disclosure of the conflict, abstention from voting, prohibition of participation, restriction of information) in order to ensure a legally compliant approach.

Employee representative participation

The Group's Works Council holds regular meetings with the Executive Board in order to exchange information about employees and on developments affecting them. Furthermore, the Group's 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 Annual General Meeting). Therefore, out of the 15 Supervisory Board members, 5 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 on 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 they have not been elected, then this person must be declared as a Supervisory Board member.

Diversity, Equity, and Inclusion 2023

Diversity is an enormous strength that OMV actively leverages to create business value. OMV strongly believes that culturally diverse teams are more creative, resourceful, and knowledgeable, and that they generate broader perspectives, ideas, and options. Diversity, Equity, and Inclusion (DEI), therefore, have a strong impact on people and teams, improving engagement and job satisfaction, and directly contributing to the Group's profitability and sustainability.

The OMV Group is therefore expanding its DEI focus to include a broader range of diversity aspects, such as age, nationality, and special needs. Ultimately, OMV's goal is to encourage and support all forms of diversity in the workforce and create an environment of respect where all employees are valued. This means having an inclusive culture in which the same opportunities and level of psychological safety are in place for all people to feel supported and be successful, regardless of their nationality, gender, age, or social and health background.

As a company 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 aim is to increase the proportion of women in management roles from 24.4%¹ currently to 25% by 2025, and to 30% by 2030, through a number of initiatives such as mentoring, succession planning, specific training, and those that promote a healthy work-life balance.

The proportion of women in the Group as a whole is 27.7% (2022: 27%). A total of 24.4%¹ (2022: 21.6%) of employees in management and executive positions are female. In OMV's leadership development programs, the proportion of women was 42.8% in 2023 (2022: 49%). In OMV's Upstream integrated graduate development program for technical skill pools, the proportion

of women was 27% in 2023 (2022: 21%). Diversity has been incorporated into all leadership development programs and embedded into the OMV People & Culture Strategy.

The OMV Group further strengthened its DEI strategy by establishing a governance framework. The structure includes five volunteer-based workstreams, led by employees across OMV, OMV Petrom, and Borealis. These dedicated workstreams focus on gender, generations, parenting/caregiving, people with disabilities, and LGBTQIA+ inclusion, thus ensuring holistic representation.

Throughout 2023, several events were organized to increase awareness of and ambition to focus on our DEI goals. The OMV Group hosted an International Women's Week, LGBTQIA+ Ally Week, and the International Day of Persons with Disability (Purple Light Up event).

The OMV Group was audited by myAbility, an organization aimed at evaluating and enhancing workplace accessibility and inclusivity for people with disabilities. The audit results were used to create a detailed roadmap to improve work space accessibility for our employees.

The New Parent Program in Austria was continued, focusing on equipping future parents with information on parental leave and part-time models, associated long-term financial aspects, and giving useful tips about returning to work after the leave period. The program's target group includes all expecting parents to encourage more equal distribution of childcare responsibilities. The OMV Group was awarded the Family-Friendly Employer Award, which reaffirms the organization's dedication to accommodating the needs of working parents. OMV's headquarters in Vienna has two company kindergartens attended by children of OMV employees.

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.

To enhance communication and knowledge-sharing related to DEI initiatives, the OMV Group created a dedicated DEI SharePoint site. The platform serves as a

¹ Advanced & Executive Level

central hub for employees to access resources, stay informed about ongoing initiatives, and actively participate in fostering an inclusive workplace.

The Executive Board and Supervisory Board consider the described measures and programs for fostering the diversity of the workforce as a key factor in strengthening the diversity of the internal pool of Executive Board succession candidates. The Presidential and Nomination Committee concerns itself regularly with the identification and development of high-potential employees. In addition to internal succession planning, the Supervisory Board also makes use of external recruitments in order to best fill open Executive Board positions. When selecting Executive Board members – be it internally or externally – special attention is paid to the balance of gender, age, and international experience, in addition to professional skills.

Since Daniela Vlad started on February 1, 2023, there has again been one woman on the Executive Board of OMV. As of December 31, 2023, the Executive Board members of OMV Aktiengesellschaft are between 49 and 58 years old, come from four different countries, and have acquired extensive international management experience.

With regard to the election of Supervisory Board members, the selection of potential 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, industry and technical expertise, and internationality of members is taken into consideration.

On December 31, 2023, the Supervisory Board of OMV included six women, corresponding to a share of 40%. In line with the strategic orientation of the Company, particular focus will be given to further strengthening industry-specific expertise and the internationality of the Supervisory Board. With members aged between 43 and 71, the Supervisory Board's age structure is balanced.

External evaluation of Corporate Governance

An external evaluation of OMV's compliance with the provisions of the ACCG is performed biennially. For the 2022 financial year, OMV engaged Deloitte Legal (Jank Weiler Operenyi Rechtsanwälte GmbH, attorney Johannes Lutterotti). 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 Code of Corporate Governance including all non-compulsory recommendations. The report on the evaluation is available for download on OMV's website (www.omv.com).

Vienna, March 5, 2024

The Executive Board

Alfred Stern m.p.

Reinhard Florey m.p.

Daniela Vlad m.p.

Martijn van Koten m.p.

Berislav Gaso m.p.