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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 was last evaluated externally by independent advisors in 2018. 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 as last year. The next external evaluation is scheduled to be carried out for the 2020 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 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.

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

Executive Board

Rainer Seele, *1960

Date of initial appointment: July 1, 2015

End of the current period of tenure: June 30, 2022

Chairman of the Executive Board, Chief Executive Officer and Chief Marketing Officer

Responsible for the overall management and coordination of the Group as well as Marketing & Trading

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 S.A.	President of the Supervisory Board
Borealis AG	Deputy Chairman of the Supervisory Board
OMV Refining & Marketing GmbH	Managing Director (since July 1, 2019)
OMV Gas & Power GmbH	Managing Director (since July 1, 2019)

Johann Pleininger, *1962

Date of initial appointment: September 1, 2015

End of the current period of tenure: August 31, 2023

Deputy Chairman of the Executive Board and responsible for the Business Segment Upstream

Chief Upstream Operations Officer

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 core 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 S.A.	Member of the Supervisory Board (since August 10, 2019)
OJSC Severneftegazprom	Member of the Board of Directors
Sapura OMV Upstream Sdn. Bhd.	Deputy Chairman (since January 31, 2019)
OMV Exploration & Production GmbH	Managing Director
OMV Austria Exploration & Production GmbH	Chairman of the Supervisory Board

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 S.A.	Member of the Supervisory Board
OMV Petrom Global Solutions SRL	President of the Supervision Body
Central European Gas Hub AG	Deputy Chairman of the Supervisory Board (until June 12, 2019)

Thomas Gangl, *1971

Date of initial appointment: July 1, 2019
 End of the current period of tenure: June 30, 2022
 Executive Board member responsible for Refining & Petrochemical Operations

Chief Downstream Operations Officer

Thomas Gangl began his OMV career in 1998 as a process engineer at the Schwechat refinery after studying process engineering at the Vienna University of Technology and mechanical engineering at the University of Salford (Manchester). In 2011, he became General Manager of OMV Deutschland GmbH and Site Manager in Burghausen. He was appointed Site Manager in Schwechat in 2014 and took over the role of Senior Vice President of the Refining & Petrochemicals Business Unit with responsibility for all three OMV refineries in 2016. On July 1, 2019, Thomas Gangl became the Executive Board member responsible for Refining & Petrochemical Operations.

Functions in major subsidiaries of the OMV Group

Company	Function
OMV Petrom S.A.	Member of the Supervisory Board (since July 1, 2019)
Borealis AG	Member of the Supervisory Board (since July 3, 2019)
OMV Refining & Marketing GmbH	Managing Director (since July 1, 2019)

Manfred Leitner, *1960

Date of initial appointment: April 1, 2011
 As of June 30, 2019, Manfred Leitner resigned as Executive Board member responsible for the Business Segment Downstream.

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 S.A.	Member of the Supervisory Board (until June 30, 2019)
Borealis AG	Member of the Supervisory Board (until July 3, 2019)
OMV Supply & Trading Limited	Chairman of the Supervisory Board (until June 30, 2019)
OMV Gas & Power GmbH	Managing Director (until June 30, 2019)
OMV Refining & Marketing GmbH	Managing Director (until June 30, 2019)
Central European Gas Hub AG	Chairman of the Supervisory Board (until June 12, 2019)
GAS CONNECT AUSTRIA GmbH	Chairman of the Supervisory Board (until June 30, 2019)
OMV Gas Storage GmbH	Chairman of the Supervisory Board (until March 25, 2019)
OMV Gaz İletim A.Ş.	Chairman of the Board of Directors (until June 28, 2019)
OMV Enerji Ticaret A.Ş.	Chairman of the Board of Directors (until June 28, 2019)

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.

Remuneration report

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

Executive Board remuneration guidelines 2019

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 at 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 managers in the Oil & Gas industry to lead the Company in the best interests of shareholders.
Annual Bonus (Cash Bonus and Equity Deferral)	Performance is measured based on annual criteria. The award is defined as a Target Annual Bonus in euros, in the Executive Board service contracts and is capped at 180% (150% +/- 20% Sustainability Multiplier). 2/3 of the Annual Bonus is paid in cash and 1/3 is allocated in shares (Equity Deferral) that are required to be held for three years after vesting.	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 indicators pertaining to health, safety, security and environment.	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 LTIP – as a long-term compensation instrument for the members of the Executive Board, promoting retention and alignment with shareholder interests at OMV. Payouts 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 financial performance criteria 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, as stated in the Executive Board service contracts. The Supervisory Board has the discretion to adjust the overall target achievement through a HSSE malus (HSSE = Health, Safety, Security, and Environment)..	Promote medium- and long-term value creation at OMV. Performance is measured against key criteria linked to OMV's strategy and shareholder return. The plan also seeks to prevent inappropriate risk-taking as well as long-term retention and ownership of Executive Board members.	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 and operational performance and increase in value compared to other European Oil & Gas companies. Details on the criteria are reported in the Annual Report. Grants are subject to malus and clawback provisions.
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 in line with common market practice 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 pension level. Retirement age is the Austrian statutory retirement age.	The rules governing defined contribution retirement benefits are systematically in line with those offered to OMV employees, ensuring that compensation packages are aligned with common market practice in Austria.	A pension fund is used to limit the risks borne by OMV. Pension 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.

Executive Board remuneration guidelines 2019

Compensation Element	Description	Purpose & 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 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.	Align interests of Executive Board and shareholders by promoting the sustainable and long-term development of the Company and preventing inappropriate risk-taking.
Payout cap	In addition to the caps defined for the Annual Bonus and the Long-Term Incentive Plan, a cap on total annual compensation is applied for each Executive Board member.	Absolute caps to avoid unintended remuneration levels and ensure social acceptance of Executive remuneration payouts and limits 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.

The Executive Board members of OMV are employed under local Austrian terms and conditions, and 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 short- and long-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 increased safety exposure, the variable remuneration plans give the Supervisory Board and the Remuneration Committee, certain room for adjustments in line with the general practice in the Oil &

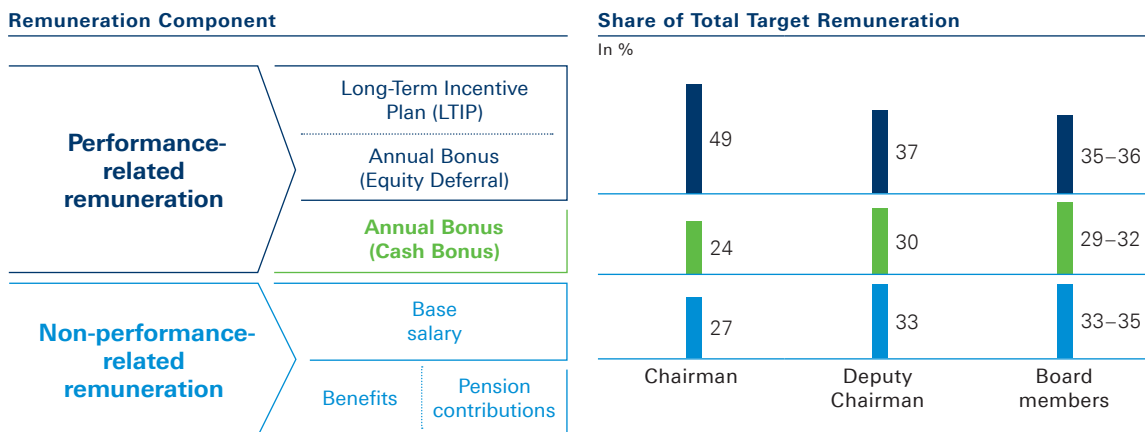
Gas industry to amend the threshold, target and maximum levels in case of significant changes in major external factors (e.g. oil price) as well as to determine the achievement of certain criteria. Any adjustments are always in line with relevant factors and within disclosed maximum limits.

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 a Base Salary, an Annual Bonus (a portion of which is paid out in OMV shares and required to be held for three years), 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 2019, variable elements comprised between 65% 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 2019, between 35% to 49% of the target compensation is oriented towards long-term performance, either through the LTIP or the deferred portion of the Annual Bonus (Equity Deferral) which required to be held for three years.

Overview of the Executive Board's compensation



Non-performance-related remuneration

Base salary

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

Benefits

Executive Board members receive a company car and are eligible for an accident insurance. Health coverage for Executive Board members 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. Annuity is 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

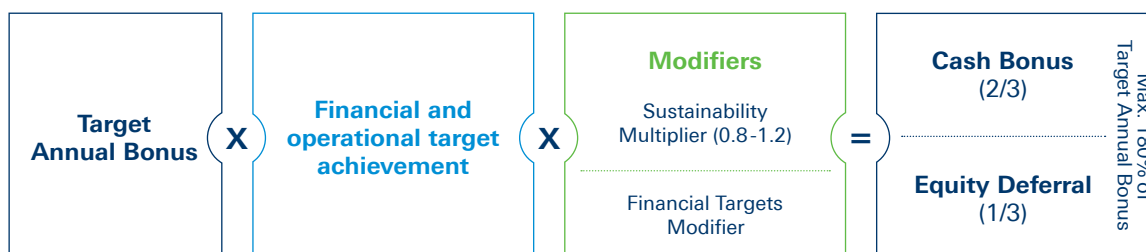
Annual bonus

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 defined 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. The performance criteria applied in the financial year 2019 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 (1/3), 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 alignment with shareholder interests at OMV.

Annual Bonus 2019



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 2019 comprise the areas and adjustments set out in the table below.

Performance criteria – 2019 Annual Bonus (Cash Bonus and Equity Deferral)

Area	Criteria	Weighting
Financial	Reported Net Income	40%
	Clean CCS ROACE 3-year average (2017-2019)	40%
Operational target	NPV assessment of ongoing large investments including acquisitions based on annual change	20%
Sustainability Multiplier	Sustainability Multiplier with a value between 0.8 and 1.2 (corresponds to +/-20%) applicable to 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 payout depends on the **level of actual achievement** of each performance criterion, which is determined by comparing achieved results against defined targets and expressed as a percentage. The actual achievements are validated by Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. Payout 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 target achievement of 100%:

Target variable remuneration – Annual Bonus 2019

In EUR	Seele	Pleininger	Florey	Gangl ¹
Cash Bonus	1,000,000	700,000	675,000	245,000
Equity Deferral	500,000	350,000	337,500	122,500

¹ Pro-rated Target Annual Bonus 2019 as Mr. Gangl joined the Executive Board effective July 1, 2019

The actual target **achievements in 2019** resulted in a Total Actual Annual Bonus of 165.5%. The Cash Bonus component, 2/3 of the total, is to be paid in 2020. Under the Equity Deferral, the remaining 1/3 is to be awarded in the form of OMV shares and required to be held for a period of three years.

Performance scorecard – 2019 Annual Bonus (Cash Bonus and Equity Deferral)

Criteria	Threshold	Target	Maximum	Actual	Weighting	Vesting (% of target Value)	
Reported Net Income, adjusted for mark-to-market valuation of unrealized hedges, excluding M&A activities	in EUR mn	1,770	2,080	2,390	2,146	40%	44.2%
Clean CCS ROACE 3-year average	in %	11.8%	12.3%	12.8%	12.5%	40%	47.5%
Operational target	Decrease of non-market NPV by EUR (65) mn from baseline	No change in non-market NPV from base-line	Increase in non-market NPV by EUR +65 mn over baseline		262	20%	30%
Target achievement before financial targets modifier and Sustainability Multiplier							121.7%
Target achievement after financial targets modifier							142.7%
Sustainability Multiplier	0.8	1	1.2				1.16
Total vesting percentage							165.5%

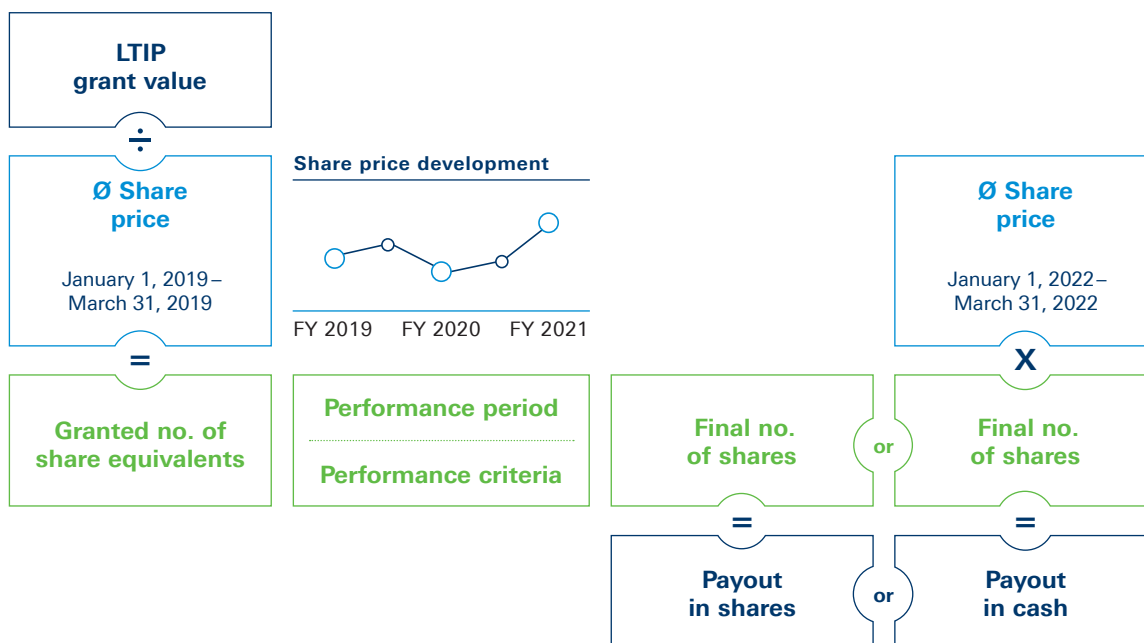
The targets for Reported Net Income and three-year average Clean CCS ROACE were achieved in the financial year 2019. The operational target, the NPV assessment of selected large investment projects, was achieved at maximum level. Taking into account substantial deterioration in the market environment as compared to the assumptions on which the Annual Bonus was based, the Supervisory Board made use of its discretionary power and lowered the target levels of the financial criteria, thereby adjusting the target achievement from 121.7% to 142.7%. 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 and the fact that there were no fatalities in 2019 were taken into consideration in amending the target achievement related to the Sustainability Multiplier by 1.16.

Long-Term Incentive Plan

The Long-Term Incentive Plan (LTIP) is a long-term compensation instrument for members of the Executive Board that promotes medium- and long-term value creation at OMV. The plan seeks to align the interests of management and shareholders by granting performance-based remuneration to management in the form of OMV shares, 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, as stated in the Executive Board service contracts.

Executive Board members have received an annual grant since the plan's introduction in 2009. The LTIP 2019 was approved by the Annual General Meeting 2019.

Long-Term Incentive Plan (LTIP) 2019



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 2019 (performance period: January 1, 2019, to December 31, 2021), the following performance criteria apply:

Performance criteria – LTIP 2019

Criteria	Weighting
Relative Total Shareholder Return (TSR)	50%
Free cash flow before dividends and excl. divestments and acquisitions 3-year average	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 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 HSSE malus (HSSE = Health, Safety, Security, and Environment) may be applied to 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 discretion, if necessary to zero.

The LTIP 2019 vests on March 31, 2022. 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 average	Maximum	200%
	Target	100%
	Threshold	50%
Relative TSR	Below threshold	0%
	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 Long-Term Incentive amounts for each Executive Board member is defined as follows assuming vesting levels of 100%:

Target variable remuneration – LTIP 2019

In EUR	Seele	Pleininger	Florey	Gangl ¹
LTIP 2019	1,500,000	500,000	387,500	177,500

¹ Pro-rated LTIP 2019 as Mr. Gangl joined the Executive Board effective July 1, 2019

The total vesting percentage for the LTIP 2017 is 96.6% of the maximum grant, and the corresponding transfer of shares or cash payment will be made in 2020. 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 2017

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	60%	60%
Free Cash Flow before dividends excl. divestments and acquisitions (3-year average)	in EUR mn 1,025	1,285	1,545	2,038	10%	10%
3-year average Lost Time Injury Rate	0.40	0.36	0.27	0.33	10%	8.1%
3-year average Reserve Replacement Rate (calculated on 1P reserves)	100%	125%	150%	166%	10%	10%
Performance of divestments & acquisitions	Based on pre-defined criteria			8.5%	10%	8.5%
Total vesting percentage					100%	96.6%

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 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 LTIP 2019 shareholding requirement is the average closing price of the OMV share on the Vienna Stock Exchange over the three-month period from January 1, 2019, to March 31, 2019 (EUR 44.64).

Shareholding requirement and fulfillment for LTIP 2017

	Shareholding requirement		Fulfillment	
	In shares	As % salary	In shares ¹	As % requirement
Seele	62,876	200	91,974	146.28
Pleininger	32,153 ²	175	45,032	140.06
Florey	30,009	150	24,351	81.15
Gangl	3,966 ³	150	10,730	270.55

¹ On Company trustee deposits

² The stated shareholding requirement in number of shares results from the LTIP 2017 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

³ The stated shareholding requirement in number of shares results from the Senior Management LTIP 2017, when Mr. Gangl had an obligation of 75% of his grant level; since his appointment as Executive Board member, a shareholding requirement of 150% applies

Clawback

Both the Equity Deferral and the LTIP are subject to clawback regulations that, under certain circumstances, allow for an adjustment of outstanding compensation and/or reclaiming 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 by the Supervisory Board. The following reasons are considered clawback events: correction of audited financial statements due to a mistake, material failure of risk management that leads to significant losses, and serious misconduct by individual Executive Board members that violates Austrian law. Furthermore, in the event any payout in cash or transfer of shares is based on an incorrect bonus calculation, Executive Board members are required to return or repay the compensation received on account such calculation errors.

Remuneration levels in 2019**Executive Board remuneration¹**

In EUR

	Seele	Pleininger	Florey	Gangl (since July 1, 2019)	Leitner (until June 30, 2019)	Total
Remuneration 2019						
Fixed (base salary)	1,100,000	750,000	700,000	287,838	349,589	3,187,427
Fixed (functional allowance)	1,002,000 ²	0	0	0	0	1,002,000
Variable (Cash Bonus 2018) ³	1,246,000	872,200	841,050	0	841,050	3,800,300
Benefits in kind (company car, accident insurance and reimbursed expenses)	12,816	13,001	44,613 ⁴	6,590	6,382	83,403
Total	3,360,816	1,635,201	1,585,663	294,428	1,197,021	8,073,130
Variable (Equity Deferral 2018; in shares)	14,431	10,101	9,741	0	9,741	44,014
Fixed/variable ratio ⁵	19/81 ⁶	23/77	27/73	100/0	11/89	21/79
LTIP 2016 (cash) ⁷	0	1,264,963	0	0 ⁸	1,609,984	2,874,947
LTIP 2016 (in shares) ⁷	60,971	0	14,595	0	0	75,566

¹ There are discrepancies between individual items and totals due to rounding differences.

² Rainer Seele received a payment for the interim responsibility for "Marketing and Trading" since July 1, 2019.

³ The variable components relate to target achievement in 2018, for which variable compensation was paid in 2019.

⁴ Including schooling costs and related taxes

⁵ 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 2016

⁶ If payment for the interim role included, the fixed/variable ratio is 30/70

⁷ LTIP payout in cash or shares depending on fulfillment of the shareholding requirement

⁸ Thomas Gangl received a cash payment amounting to EUR 0.23 mn based on his Senior Manager LTIP 2016

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
Gangl ¹	71,875
Leitner ²	87,500
Total	796,875

¹ Pro-rated pension fund contribution; Mr. Gangl joined the Executive Board effective July 1, 2019.

² Pro-rated pension fund contribution; Mr. Leitner resigned as member of the Executive Board effective June 30, 2019.

Termination-related benefits

Manfred Leitner resigned as member of the Executive Board effective June 30, 2019, while his contract continued for six months beyond that date. He continued to receive payments (including benefits in kind) under his employment contract during this period.

Based on their former employment contracts as Executive Board members, Gerhard Roiss, David C. Davies, Jaap Huijskes, and Manfred Leitner received payments in 2019. David C. Davies, Jaap Huijskes and Gerhard Roiss received LTIP payments in 2019.

Payments to former Executive Board members

In EUR	Davies	Huijskes	Roiss	Leitner ³ (since July 1, 2019)
Remuneration entitlements for 2019 (bonus and LTIP) ¹	247,340	415,365	3,128,947	0
Payments for contractual obligations ²	0	0	0	665,511
Total	247,340	415,365	3,128,947	665,511

¹ LTIP related to target achievement in 2016–2018

² Base salary, annual leave compensation payments, benefits in kind and pension fund contributions

³ LTIP 2016 payments (in 2019) are reported in the table of Remuneration levels in 2019

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 obtained 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 statutory liability of insured persons for financial losses resulting from wrongful acts committed while acting within the scope of their function. For the current insurance period, the yearly premium (including taxes) for the entire OMV Group's 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.

Remuneration principles within the OMV Group

In order to promote and support OMV's strategy optimally, 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 comply with the relevant legal regulations and collective agreements.

The principles applicable to Executive Board remuneration are applied to all employees in adapted form. 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 expertise of the employee. In addition, OMV uses a variety of compensation elements to strengthen its position as an attractive employer in the Oil & Gas business, for example:

- ▶ Performance bonuses
- ▶ Long-Term Incentive Plans
- ▶ Company cars and car allowances

Beyond that, the benefits portfolio is customized for each of the countries in which OMV operates 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
- ▶ Summer Kids Camp
- ▶ Anniversary payments
- ▶ Recognition program – “thx!”
 (“Thank you for doing great!”)

Selected employees at senior management levels of the Group (91 individuals) are eligible for the Long-Term Incentive Plan. This employee group is also eligible for bonus programs, as outlined below. In addition, the Executive Board grants a Transformation Bonus to selected employees at senior management level of the Group, which is dependent on the fulfillment of predefined KPIs. The successful target achievement led to a payout in 2018, another will potentially follow in 2021.

In 2019, approximately 4,300 managers and experts participated in a Management by Objectives (MbO) program that entitles the participants to a bonus if targets are reached. 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, bonus payments 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. One of the current shareholders' representatives was elected at the 2015 Annual General Meeting (AGM) and nine were elected at the 2019 AGM. The members of OMV's Supervisory Board in 2019 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 (until May 14, 2019)

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

Wolfgang C. Berndt, *1942

Chairman (since May 14, 2019)

Seats: no seats in domestic or foreign listed companies

Thomas Schmid, *1975

Deputy Chairman (since May 14, 2019)

Seats: Verbund AG, Telekom Austria AG

Alyazia Ali Al Kuwaiti, *1979

Deputy Chairwoman

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

Seats: no seats in domestic or foreign listed companies

Mansour Mohamed Al Mulla, *1979

(Platform CFO Petroleum & Petrochemicals, Mubadala Investment Company PJSC)

Seats: Aldar Properties PJSC

Elif Bilgi Zapparoli, *1967

(until May 14, 2019)

(Global Co-Head Capital Markets & Co-Head of APAC Global Corporate and Investment Banking, Bank of America Merrill Lynch)

Seats: no seats in domestic or foreign listed companies

Stefan Doboczky, *1967

(since May 14, 2019)

(Chief Executive Officer Lenzing AG)

Seats: no seats in domestic or foreign listed companies

Helmut Draxler, *1950

(until May 14, 2019)

Seats: no seats in domestic or foreign listed companies

Marc H. Hall, *1958

(until May 14, 2019)
 (Managing Director, R&EM – Restructuring & Energy Management e.U.)
 Seats: no seats in domestic or foreign listed companies

Karl Rose, *1961

(Strategy Advisor, Abu Dhabi National Oil Company)
 Seats: no seats in domestic or foreign listed companies

Elisabeth Stadler, *1961

(since May 14, 2019)
 (Chief Executive Officer VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe)
 Seats: voestalpine AG

Christoph Swarovski, *1970

(since May 14, 2019)
 (Chief Executive Officer, Tyrolit AG)
 Seats: no seats in domestic or foreign listed companies

Cathrine Trattner, *1976

(since May 14, 2019)
 Seats: no seats in domestic or foreign listed companies

Gertrude Tumpel-Gugerell, *1952

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

Herbert Werner, *1948

(until May 14, 2019)
 (Managing Director, HCW Verkehrsbetriebe GmbH; Managing Director, HCW Vermögensverwaltungs GmbH)
 Seats: Ottakringer Getränke AG (Deputy Chairman)

Delegated by the Group works council (employee representatives)

Christine Asperger, *1964

Herbert Lindner, *1961

Alfred Redlich, *1966

Gerhard Singer, *1960

Angela Schorna, *1980

More detailed information about all members of OMV's Supervisory Board, including their professional careers, can be obtained 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 six women and two non-Austrian nationals. The members of the Supervisory Board are aged between 39 and 77.

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. 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 General Meeting except Helmut Draxler and Herbert Werner, with regard to the duration of their terms, have declared their independence from the Company and its Executive Board during the 2019 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, Stefan Doboczky, Helmut Draxler, Marc H. Hall, Karl Rose, Elisabeth Stadler, Christoph Swarovski, Cathrine Trattner, 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 2019 and up to the time of making such declarations. Peter Löscher, Marc H. Hall and Gertrude Tumpel-Gugerell were

nominated for election as Supervisory Board members by the nomination committee of 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. Wolfgang C. Berndt, Thomas Schmid, Stefan Doboczky, Karl Rose, Elisabeth Stadler, Christoph Swarovski and Cathrine Trattner were nominated for the election as Supervisory

Board members by Österreichische Beteiligungs AG¹, which must comply with the strict independence and incompatibility criteria of the Austrian Corporate Governance Code 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.

Position and committee memberships in 2019¹

Name	Supervisory Board and Committees 2019 ¹					Remuneration		Term of office
	SB	PNC	PPC	AC	RC	for 2018 ² in EUR	for 2019 ³ in EUR	
Peter Löscher	C	C	DC	M	C	80,000	36,712	May 18, 2016, to May 14, 2019
Wolfgang C. Berndt	C	C	M	M	C	44,000	65,517	May 26, 2010, to 2020 AGM
Thomas Schmid ⁴	DC	DC	DC	M	DC	–	44,934	May 14, 2019, to 2024 AGM
Alyazia Ali Al Kuwaiti	DC	DC	DC	DC	DC	44,600	91,250	May 22, 2018, to 2024 AGM
Mansour Mohamed Al Mulla	M	M	M	–	–	24,438	50,000	May 22, 2018, to 2014 AGM
Elif Bilgi Zapparoli	M	–	–	–	–	20,000	9,178	May 13, 2009, to May 14, 2019
Stefan Doboczky	M	–	–	–	–	–	12,657	May 14, 2019, to 2022 AGM
Helmut Draxler	M	–	–	M	M	40,000	14,684	October 16, 1990, to May 14, 2019
Marc H. Hall	M	–	M	–	–	30,000	11,013	May 18, 2016, to May 14, 2019
Karl Rose	M	–	C	–	–	34,000	34,000	May 18, 2016, to 2024 AGM
Elisabeth Stadler	M	–	–	DC	–	–	20,252	May 14, 2019, to 2022 AGM
Christoph Swarovski	M	–	–	–	M	–	18,986	May 14, 2019, to 2022 AGM
Cathrine Trattner	M	–	–	M	–	–	23,732	May 14, 2019, to 2022 AGM
Gertrude Tumpel-Gugerell	M	–	–	C	M	67,110	53,912	May 19, 2015, to 2020 AGM
Herbert Werner	M	–	–	M	–	30,000	11,013	June 4, 1996, to May 14, 2019
Christine Asperger	M	M	–	–	–	– ⁵	– ⁵	Since January 1, 2013 ⁶
Herbert Lindner	M	–	M	M	–	– ⁵	– ⁵	Since June 1, 2013 ⁶
Alfred Redlich	M	M	M	–	–	– ⁵	– ⁵	Since June 1, 2013 ⁶
Angela Schorna	M	–	–	M	–	– ⁵	– ⁵	Since March 23, 2018 ⁶
Gerhard Singer	M	–	M	M	–	– ⁵	– ⁵	Since September 26, 2016 ⁶

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 2018 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 2019 AGM; subject to approval by the 2020 AGM

⁴ In accordance with the employment contract as CEO of ÖBAG, Thomas Schmid transferred his remuneration to ÖBAG.

⁵ Members delegated to the Supervisory Board by the Group works council do not receive remuneration but just attendance expenses.

⁶ 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.

¹ With effect from February 20, 2019 Österreichische Bundes- und Industriebeteiligungen GmbH was transformed into a joint-stock company (Aktiengesellschaft) and renamed Österreichische Beteiligungs AG.

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. 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 2019). In 2019, eight meetings of the Supervisory Board and 24 Committee meetings were held. In several of these meetings, the Executive Board and the Supervisory Board discussed OMV strategy. With exception of Elif Bilgi Zapparoli, no member of the Supervisory Board attended fewer than half of the meetings.

Attendance of Supervisory Board and Committee meetings in 2019 was as follows:

Attendance of Supervisory Board and Committee Meetings in 2019¹

Name	SB	PNC	PPC	AC	RC
Peter Löscher ²	3/3	3/3	2/2	3/3	2/2
Wolfgang C. Berndt	8/8	5/5	1/1	7/7	6/6
Thomas Schmid ³	5/5	5/5	1/1	4/4	4/4
Alyazia Ali Al Kuwaiti	5/8	6/8	2/3	7/7	5/6
Mansour Mohamed Al Mulla	7/8	7/8	3/3		
Elif Bilgi Zapparoli	1/3				
Stefan Doboczky ³	4/5				
Helmut Draxler ²	2/3			3/3	2/2
Marc H. Hall ²	3/3		2/2		
Karl Rose	7/8		2/3		
Elisabeth Stadler ³	4/5			2/4	
Christoph Swarovski ³	4/5				3/4
Cathrine Trattner ³	5/5			4/4	
Gertrude Tumpel-Gugerell	7/8	3/3	2/2	7/7	6/6
Herbert Werner ²	3/3			3/3	
Christine Asperger	8/8	8/8			
Herbert Lindner	5/8		3/3	5/7	
Alfred Redlich	8/8	8/8	3/3		
Angela Schorna	8/8			7/7	
Gerhard Singer	8/8		2/3	7/7	

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

² Until May 14, 2019

³ Since May 14, 2019

Pursuant to C-rule 36, the Supervisory Board shall discuss the efficiency of its activities annually, in particular its organization and work procedures (self-evaluation). In the 2019 financial year, the Supervisory Board initiated a thorough self-evaluation of its activities with external support, the results of which will be extensively discussed within the Supervisory Board in the first half of 2020.

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 eight meetings of the Presidential and Nomination Committee in 2019, 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 seven meetings during the 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, as well as the presentation of the annual financial statements. Gertrude Tumpel-Gugerell is the financial expert on the Audit Committee in the meaning of section 92 (4a) (1) Stock Corporation Act.

Auditors

The Supervisory Board monitors the auditors' independence and reviews a breakdown of the audit fees and fees for additional services besides auditing activities. In 2019, the auditors Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. (including their network in the meaning of section 271b Code of Commerce) received EUR 3.15 mn for the annual audit, EUR 0.71 mn for other assurance services, EUR 0.09 mn for tax advisory services and EUR 0.29 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 2019, three 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 six times during 2019. Executive Board members were invited to attend parts of some of the meetings of the Remuneration Committee.

hkp/// group was appointed by the Remuneration Committee and provided remuneration advice to the Committee, which included the development of remuneration benchmarks with comparable companies, advice on the appropriate structure and level of Executive Board compensation in line with regulatory requirements and market practice as well as support for the development of the remuneration policy.

In 2019 hkp/// group was also appointed by OMV and by OMV Petrom. They provided advice to OMV, in relation to governance processes between OMV and OMV Petrom, and to OMV Petrom, in relation to remuneration issues of Executive and Supervisory Board members of OMV Petrom. hkp/// group did not advise the OMV Executive Board in matters relating to remuneration, 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 2019 AGM adopted the remuneration scale for the 2018 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 2018 financial year were disbursed to the Supervisory Board members concerned in 2019; these were exclusive of expenses (travel and attendance expenses).

In 2019, the Supervisory Board members' remuneration (for the 2018 financial year and including reimbursement for withholding tax as applicable) amounted to EUR 0.51 mn, attendance expenses for EUR 0.10 mn and travel expenses for EUR 0.14 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 focusing on gender and internationality. 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 strategic objective is to achieve the best diversity mix at the senior management level. The aim is to increase the proportion of women in Senior Leadership roles, from 19.6% currently to 25% by 2025 through a number of initiatives such as mentoring, succession planning, specific trainings as well as initiatives to promote a healthy work/life balance.

The proportion of women in the Group as a whole has risen to 26% (2018: 25%), 19.6% of whom are in management and executive positions. OMV reached a notable share of 47% of female participants in our new Leadership Refresher program for managers who have been with the Group for several years. In OMV's Upstream integrated graduate development program for technical skill pools, the proportion of women was 27% in 2019 (2018: 25%). The topic of diversity has been incorporated into all Leadership Development programs and embedded into 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.

By using gender-neutral language in OMV's job advertisements and publishing all job advertisements internally, together with the constant monitoring of equality with regard to gender, age, employee background, seniority as well as salaries, 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 of diversity topics and to boost the careers of women in technical fields through a collaboration site and joint activities.

OMV's 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, OMV again participated in Vienna's Girls' Day.

The Executive Board and Supervisory Board consider the described measures and programs to foster 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 at least once a year 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 given to balance gender, age, and international experience in addition to professional skills.

Currently, there is no women on the Executive Board of OMV. The Executive Board members of OMV Aktiengesellschaft are between 48 and 59 years old, are from two different nationalities, and have acquired extensive international management experience.

Since 2019, ÖBAG has had a legal mandate to propose candidates for the Supervisory Boards of its shareholdings. The ÖBAG management proposal is subject to approval by the ÖBAG presidium, before – after submission of the proposal by the supervisory board of OMV Aktiengesellschaft – the election by the Annual General Meeting of OMV AG takes place. 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 six women, corresponding to a share of 40%. Particular focus will be given to a further strengthening of industry-specific expertise and the internationality of Supervisory Board members in line with the company's strategic orientation. With members aged between 39 and 77 years, 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 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 11, 2020

The Executive Board

Rainer Seele m.p.

Johann Pleininger m.p.

Reinhard Florey m.p.

Thomas Gangl m.p.