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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](http://www.corporate-governance.at). OMV's compliance with the ACCG was last evaluated externally by independent advisors for the 2020 financial year. The report on the evaluation is available at [www.omv.com](http://www.omv.com) and confirms OMV's compliance with the ACCG in relation to all compulsory "comply or explain" rules (the "C-rules") and all recommended rules (the "R-rules"). As for C-rules 27 and 28, explanations concerning the structure of the compensation for the Executive Board and the Supervisory Board of OMV is described in the Remuneration Policy. The implementation of the policy and the performance outcomes of the financial year under review are set out in the annual Remuneration Report for OMV's Executive Board and Supervisory Board prepared starting with the 2020 financial year. The Remuneration Policy and the Remuneration Report are published on [www.omv.com](http://www.omv.com). The next external evaluation is scheduled to be carried out for the 2022 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](http://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<sup>1</sup>

### Alfred Stern, \*1965

Date of initial appointment: April 1, 2021

End of the current period of tenure: August 31, 2024

Chairman of the Executive Board and Chief Executive Officer, Executive Board member for the Chemicals & Materials division

On September 1, 2021, Alfred Stern became Chairman of the Executive Board of OMV Aktiengesellschaft, having already served as Executive Board member for Chemicals & Materials since April 1, 2021. He took over management of the Company five months after his appointment as Executive Board member for the newly established Chemicals & Materials division. Before that, he had served as CEO of Borealis since July 2018. He had been an Executive Board member for the preceding six years as well, with responsibility for the areas of Polyolefins and Innovation & Technology. His career at Borealis began in 2008 as Senior Vice President Innovation & Technology. Prior to joining Borealis, Alfred Stern was at DuPont de Nemours and held various management positions in R&D, Sales & Marketing, and Quality & Business Management in Switzerland, Germany, and the United States. Alfred Stern has a PhD in Material Science and a Masters in Polymer Engineering and Science, both from Montanuniversität in Leoben (Austria).

### Functions in major subsidiaries of the OMV Group

Company	Function
OMV Petrom S.A.	President of the Supervisory Board (since September 1, 2021)
Borealis AG	Chairman of the Executive Board (until April 1, 2021) Member of the Supervisory Board (since April 1, 2021) Chairman of the Supervisory Board (since September 1, 2021)
OMV Downstream GmbH	Managing Director (since April 1, 2021)

<sup>1</sup> The Supervisory Board of OMV Aktiengesellschaft has approved a reorganization of the OMV Group involving splitting and expanding the current area of Refining & Petrochemical Operations into two areas: Refining, on the one hand, and Chemicals & Materials, on the other hand. The changes took effect as of April 1, 2021.

**Rainer Seele, \*1960**

Date of initial appointment: July 1, 2015

Rainer Seele resigned from his position as Chairman of the Executive Board and Chief Executive Officer as of August 31, 2021.

Rainer Seele received his PhD in chemistry at the University of Göttingen and subsequently held senior appointments at the BASF Group, where he first became a member of the Executive Board in 2000. He was subsequently Chairman of the Executive Board at WINGAS GmbH. From 2009 until 2015, he served as Chairman of the Board of Directors of Wintershall Holding GmbH.

**Functions in major subsidiaries of the OMV Group**

<b>Company</b>	<b>Function</b>
OMV Petrom S.A.	President of the Supervisory Board (until August 31, 2021)
Borealis AG	Chairman of the Supervisory Board (until August 31, 2021)

**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 Deputy Chief Executive Officer, Executive Board member for the Exploration & Production division

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 at 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**

<b>Company</b>	<b>Function</b>
OMV Petrom S.A.	Member of the Supervisory Board
OJSC Severneftegazprom	Member of Board of Directors
SapuraOMV Upstream Sdn. Bhd.	Deputy Chairman of Board of Directors
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, 2024  
 Chief Financial Officer

Reinhard Florey graduated with a degree in mechanical engineering and economics from 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 various positions worldwide for Thyssen Krupp AG. Until June 2016, he was CFO and Deputy CEO of Outokumpu Oyj.

Member of the Supervisory Board of Wiener Börse AG

**Functions in major subsidiaries of the OMV Group**

<b>Company</b>	<b>Function</b>
OMV Petrom S.A.	Deputy Chairman of the Supervisory Board (until April 28, 2021)
Borealis AG	Member of the Supervisory Board

**Elena Skvortsova, \*1970**

Date of initial appointment: June 15, 2020  
 End of the current period of tenure: June 14, 2023  
 Executive Board member for the Marketing & Trading division. From April 1, 2021 until June 30, 2021 she was Executive Board Member for the Refining division on an interim basis.

Elena Skvortsova studied at Moscow State Linguistic University and the Thunderbird School of Global Management in the United States. In 1994, she began her professional career at Bayer AG as an international management trainee; her last position at Bayer was Associate Director of Bayer Corporation (Healthcare). Starting in 2001, Elena Skvortsova held various leadership positions at Baxter International in the United States, Central and Eastern Europe, and the United Kingdom. Her tenure there lasted 13 years. In 2015, she moved to Linde AG and was responsible for managing the Middle East and Eastern Europe region. From March 2019 to April 2020, following the merger of Linde and Praxair, she was head of Praxair Canada Inc., a 100% subsidiary of Linde plc.

**Functions in major subsidiaries of the OMV Group**

<b>Company</b>	<b>Function</b>
OMV Petrom S.A.	Member of the Supervisory Board (since April 28, 2021)
OMV Downstream GmbH	Managing Director

**Martijn van Koten, \*1970**

Date of initial appointment: July 1, 2021

End of the current period of tenure: June 30, 2024

Executive Board member for the Refining division

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 held manufacturing site general manager positions at Shell in Sweden and Singapore, before becoming Vice President Manufacturing East & Middle East in Singapore in 2009 and Vice President Supply & Distribution Americas in the United States in 2013. In 2013, Martijn van Koten joined Borealis as Executive Board Member Operations, HSE & PTS, in Austria. From 2018 to June 2021, he was Borealis' Executive Board Member Base Chemicals & Operations in Austria.

**Functions in major subsidiaries of the OMV Group**

Company	Function
OMV Petrom S.A.	Member of the Supervisory Board (since August 1, 2021)
Borealis AG	Member of the Executive Board (until June 30, 2021) Member of the Supervisory Board (since September 1, 2021)
OMV Downstream GmbH	Managing Director (since July 1, 2021)
OMV Gas Logistics Holding GmbH	Managing Director (since July 14, 2021)

**Thomas Gangl, \*1971**

Date of initial appointment: July 1, 2019

Thomas Gangl resigned as member of the Executive Board responsible for the Refining &amp; Petrochemical Operations division as of March 31, 2021.

Thomas Gangl began his OMV career in 1998 as a process engineer at the Schwechat refinery after studying process engineering at 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 April 1, 2021, Thomas Gangl became the Chairman of the Executive Board of Borealis AG.

**Functions in major subsidiaries of the OMV Group**

Company	Function
OMV Petrom S.A.	Member of the Supervisory Board (until April 28, 2021)
Borealis AG	Member of the Supervisory Board (until April 1, 2021) Chairman of the Executive Board (since April 1, 2021)
OMV Downstream GmbH	Managing Director (until March 31, 2021)
OMV Gas Logistics Holding GmbH	Managing Director (until March 31, 2021)

**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 General Meeting (shareholders' representatives) and five members delegated by the Group's Works Council<sup>1</sup>. Six of the current shareholders' representatives were elected at the 2019 Annual General Meeting (AGM), two at the 2020 AGM, and two at the 2021 AGM. The members of OMV's Supervisory Board in 2021 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  
(Chief Executive Officer, Marquard & Bahls AG)  
Seats: Axalta Coating Systems (Chairman until August 2021), Umicore

### Thomas Schmid, \*1975

Deputy Chairman (until July 5, 2021)  
(Chief Executive Officer, Österreichische Beteiligungs AG until July 5, 2021)  
Seats: VERBUND AG, Telekom Austria AG (until July 5, 2021)

### Christine Catasta, \*1958

Deputy Chairwoman<sup>2</sup> (since September 10, 2021)  
Chief Executive Officer, Österreichische Beteiligungs AG until January 31, 2022)  
Seats: VERBUND AG, Telekom Austria AG

### Saeed Al Mazrouei, \*1980

Deputy Chairman (since June 2, 2021)  
(Deputy Chief Executive Officer, Direct Investments, Mubadala Investment Company)  
Seats: Abu Dhabi Commercial Bank (ADCB)

### Alyazia Ali Al Kuwaiti, \*1979

Deputy Chairwoman (until June 2, 2021, since then member)  
(Executive Director Upstream & Integrated, Petroleum & Petrochemicals, Mubadala Investment Company)  
Seats: no seats in domestic or foreign listed companies

### Mansour Mohamed Al Mulla, \*1979

(until June 2, 2021)  
(Platform CFO Petroleum & Petrochemicals, Mubadala Investment Company PJSC)  
Seats: Aldar Properties PJSC

### Stefan Doboczky, \*1967

(Chief Executive Officer, Heubach Group since January 10, 2022; Chief Executive Officer, Lenzing AG until September 30, 2021)  
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

(Chief Executive Officer, VIENNA INSURANCE GROUP AG – Wiener Versicherung Gruppe)  
Seats: voestalpine AG

### Christoph Swarovski, \*1970

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

### Cathrine Trattner, \*1976

Seats: no seats in domestic or foreign listed companies

### 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 (since September 1, 2021)

#### Hubert Bunderla, \*1965 (since January 18, 2021)

#### Herbert Lindner, \*1961 (until August 31, 2021)

#### Nicole Schachenhofer, \*1976 (since January 18, 2021)

#### Angela Schorna, \*1980

#### Gerhard Singer, \*1960

<sup>1</sup> Due to the resignation of Christine Asperger (October 1, 2020) and Alfred Redlich (December 2, 2020), three members delegated by the Group's Works Council were part of the Supervisory Board at the end of 2020 until January 18, 2021.

<sup>2</sup> Christine Catasta declared in a letter dated January 25, 2022 that she would resign from the Supervisory Board with effect from the end of the Annual General Meeting that resolves on the discharge for the financial year 2021.

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](http://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 seven women (as per December 31, 2021) and three non-Austrian nationals. The members of the Supervisory Board are aged between 41 and 69.

### 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 have declared their independence from the Company and its Executive Board during the 2021 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, Stefan Doboczky, Karl Rose, Elisabeth Stadler, Christoph Swarovski, Cathrine Trattner, 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 2021 financial year and up to the time of making such declarations. Furthermore, the above-mentioned members of the Supervisory Board were nominated for the 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 2021<sup>1</sup>**

Name	Supervisory Board and committees 2021 <sup>1</sup>						Term of office
	SB	PNC	PPC	AC	RC	STC	
Mark Garrett	C	C	M	M	DC	–	September 29, 2020, to 2023 AGM
Christine Catasta	DC	DC	DC	M	C	DC	September 10, 2021 to 2022 AGM <sup>4</sup>
Thomas Schmid	DC	DC	DC	M	C	–	May 14, 2019, to July 5, 2021
Saeed Al Mazrouei	DC	DC	DC	–	DC	–	June 2, 2021, to 2024 AGM
Alyazia Ali Al Kuwaiti	M <sup>2</sup>	M <sup>2</sup>	M <sup>2</sup>	DC	– <sup>2</sup>	DC	May 22, 2018, to 2024 AGM
Mansour Mohamed Al Mulla	M	M	M	–	–	–	May 22, 2018, to 2021 AGM
Stefan Doboczky	M	–	M	–	–	C	May 14, 2019, to 2022 AGM
Karl Rose	M	–	C	–	–	–	May 18, 2016, to 2024 AGM
Elisabeth Stadler	M	–	–	DC	–	M	May 14, 2019, to 2022 AGM
Christoph Swarovski	M	–	–	–	M	–	May 14, 2019, to 2022 AGM
Cathrine Trattner	M	–	–	M	–	–	May 14, 2019, to 2022 AGM
Gertrude Tumpel-Gugerell	M	–	–	C	M	–	May 19, 2015, to 2022 AGM
Alexander Auer	M	–	M	–	–	M	Since September 1, 2021
Hubert Bunderla	M	M	M	M	–	–	Since January 18, 2021
Herbert Lindner	M	–	M	M <sup>3</sup>	–	–	June 1, 2013, to August 31, 2021
Nicole Schachenhofer	M	M	M	–	–	M	Since January 18, 2021
Angela Schorna	M	–	–	M	–	–	Since March 23, 2018
Gerhard Singer	M	–	M <sup>3</sup>	M	–	–	Since September 26, 2016

<sup>1</sup> 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

<sup>2</sup> Deputy Chairwoman until June 2, 2021

<sup>3</sup> Member until January 18, 2021

<sup>4</sup> Christine Catasta declared in a letter dated January 25, 2022 that she would resign from the Supervisory Board, to which she was originally elected until the 2024 AGM, with effect from the end of the AGM that resolves on the discharge for the financial year 2021.

**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 descrip

tions of these committees are given below (see also the Report of the Supervisory Board for an overview of the individual committees' main activities in 2021). In 2021, 9 meetings of the Supervisory Board and 21 committee meetings were held. In particular, the Executive Board and the Supervisory Board discussed OMV's strategy<sup>1</sup>. No member of the Supervisory Board attended fewer than half of the meetings of the Supervisory Board. Mr. Al Mazrouei attended fewer than half of the meetings of the committees he has been elected to.

<sup>1</sup> Further information can be found in the OMV Annual Report 2021 / Chapter „Strategy“.



Attendance of Supervisory Board and committee meetings in 2021 was as follows:

#### Attendance of Supervisory Board and committee meetings in 2021<sup>1</sup>

Name	SB	PNC	PPC	AC	RC
Mark Garrett	9/9	6/6	3/3	6/6	6/6
Christine Catasta <sup>2</sup>	2/2	1/1	2/2	2/2	1/1
Thomas Schmid <sup>3</sup>	6/6	5/5	1/1	3/3	3/3
Saeed Al Mazrouei <sup>4</sup>	3/3	0/1	0/2		1/3
Alyazia Ali Al Kuwaiti	8/9	6/6	3/3	6/6	3/3 <sup>5</sup>
Mansour Mohamed Al Mulla <sup>5</sup>	4/6	3/5	1/1		
Stefan Doboczky	7/9		3/3		
Karl Rose	8/9		3/3		
Elisabeth Stadler	8/9			5/6	
Christoph Swarovski	7/9				5/6
Cathrine Trattner	9/9			6/6	
Gertrude Tumpel-Gugerell	9/9			6/6	6/6
Alexander Auer <sup>6</sup>	3/3		2/2		
Hubert Bunderla <sup>7</sup>	9/9	5/5	3/3	6/6	
Herbert Lindner <sup>8</sup>	6/6	1/1 <sup>9</sup>	1/1		
Nicole Schachenhofer <sup>7</sup>	9/9	5/5	3/3		
Angela Schorna	9/9	1/1 <sup>9</sup>		6/6	
Gerhard Singer	9/9			5/6	

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

<sup>2</sup> Since September 10, 2021

<sup>3</sup> Until July 5, 2021

<sup>4</sup> Since June 2, 2021

<sup>5</sup> Until June 2, 2021

<sup>6</sup> Since September 1, 2021

<sup>7</sup> Since January 18, 2021

<sup>8</sup> Until August 31, 2021

<sup>9</sup> Until January 18, 2021

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 work procedures (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 to the General Meeting for appointments to the Supervisory Board. There were six meetings of the Presidential and Nomination Committee in 2021, in which discussions focused on Executive and Supervisory Board matters.

#### Audit Committee

This committee performs the duties established by section 92 (4a) Austrian Stock Corporation Act. The committee held six 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 within the meaning of section 92 (4a) (1) Austrian 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 2021, the auditors Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. (including their network within the meaning of section 271b Austrian Commercial Code) received EUR 3.55 mn for the annual audit, EUR 0.53 mn for other assurance services, EUR 0.56 mn for tax advisory services, and EUR 0.07 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 2021, three meetings of the Portfolio and Project Committee were held.

#### 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, and ESG-related standards and performance. It also focuses on processes and performance specifically in HSSE (Health, Safety, Security, and Environment) and in particular regarding climate change. Furthermore, the committee serves to support and oversee the transformation process toward a more sustainable business model, including the cultural integration of strategically significant acquisitions. This committee was established by resolution of the Supervisory Board on October 28, 2021, and met for the first time on March 9, 2022.

#### 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 2021. Executive Board members were invited to attend parts of some of the meetings of the Remuneration Committee.

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.

In 2021, hkp/// group was also commissioned by OMV and OMV Petrom to provide advice to OMV on governance processes between OMV and OMV Petrom, and to OMV Petrom on the development and drafting of the Remuneration Policy for the Executive Board and Supervisory Board of OMV Petrom. hkp/// group provided advice on the development of OMV's Remuneration Report. This consulting company did not advise the OMV Executive Board in matters relating to Executive Board 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) Austrian Stock Corporation Act. Attention is drawn to the fact that the Supervisory Board members Mark Garrett, Stefan Doboczky, and Elisabeth Stadler are or were in the reporting year chairpersons of the executive boards of companies with which supply contracts and insurance and related contracts, respectively, were concluded under normal market and industry terms and conditions (including consideration). Although these contracts do not raise concerns in relation to a potential conflict of interest, related Supervisory Board approvals have been obtained. The Internal Rules of the Supervisory Board contain detailed procedures for handling conflicts of interest on the part of Supervisory Board members.

#### Employee participation<sup>1</sup>

The Group's Works Council holds regular meetings with the Executive Board in order to exchange information on developments affecting employees. 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 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 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

<sup>1</sup> Due to the resignation of Christine Asperger (October 1, 2020) and Alfred Redlich (December 2, 2020), three members delegated by the Group's Works Council were part of the Supervisory Board at the end of 2020 until January 18, 2021.

to achieve the best diversity mix at the senior management level. The aim is to increase the proportion of women in management roles, from 20.9%<sup>1</sup> 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 is 27% (2020: 25%), 20.9%<sup>1</sup> of whom are in management and executive positions. In OMV's leadership development programs, the proportion of women was 49% in 2021 (2020: 42%). In OMV's Upstream integrated graduate development program for technical skill pools, the proportion of women was 31% in 2021 (2020: 31%). The topic of diversity has been incorporated into all Leadership Development programs and embedded into the OMV People Strategy.

We designed and implemented targeted training programs, such as SHEnergy, a blended-learning program for women at OMV, to support women's leadership skills. The program focuses on active inclusion skills and also emphasizes the power of mentoring and networking in developing female leaders.

We also held Career Aspiration Talks to make women at OMV more visible and in doing so to also strengthen our pipeline of future female leaders.

In 2021, we launched the "New Parent Program" in Austria focused on equipping future new parents with information on parental leave and part-time models, the related long-term financial aspects, and things to consider when returning to work. The program's target group includes male as well as female employees to encourage more equal distribution of childcare responsibilities.

In March 2021, we hosted a Diversity & Inclusion Week built around International Women's Day to create awareness and support the topic.

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.

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.

Since Elena Skvortsova joined on June 15, 2020, there is one woman on the Executive Board of OMV. The Executive Board members of OMV Aktiengesellschaft are between 51 and 59 years old, are from three 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, after submission of the proposal by the Supervisory Board of OMV Aktiengesellschaft and before 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.

<sup>1</sup> Advanced & Executive Level

At the end of 2021, the Supervisory Board of OMV included seven women, corresponding to a share of 47%. In line with the strategic orientation of the Company, particular focus will be given to further strengthening industry-specific expertise and the internationality of Supervisory Board members. With members aged between 41 and 69 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 the 2020 financial year, OMV had 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](http://www.omv.com)).

Vienna, March 9, 2022

The Executive Board

Alfred Stern m.p.

Johann Pleininger m.p.

Reinhard Florey m.p.

Elena Skvortsova m.p.

Martijn van Koten m.p.