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Consolidated Corporate Governance Report



Consolidated Corporate Governance Report

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

Austrian law, the Articles of Association of the company, the Internal Rules for the corporate bodies, and the Austrian Code of Corporate Governance (ACCG) provide the core legal framework for OMV's corporate governance. OMV adheres to the ACCG set out 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 evaluated externally by independent advisors for the 2024 financial year. The report on the evaluation is available at www.omv.com and confirms OMV's compliance with the ACCG in relation to all so-called "comply or explain" rules (the "C-rules") and all recommended rules (the "R-rules"). In relation to C-rules 27 and 28, explanations concerning the structure of the remuneration of the OMV Executive Board and the Supervisory Board are given in the Remuneration Policy. The implementation of this policy and the performance outcomes of the financial year under review are set out in the Remuneration Report for OMV's Executive Board and Supervisory Board, which has been prepared annually since the 2020 financial year. The Remuneration Policy and the Remuneration Report are published on www.omv.com. The next external evaluation of compliance with the ACCG is scheduled to be carried out for the 2026 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, the relevant Corporate Governance Report can be found at www.omvpetrom.com/en/about-us/corporate-governance-aboutus.

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

Executive Board

Alfred Stern, born 1965

Date of initial appointment: April 1, 2021

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

Chairman of the Executive Board and Chief Executive Officer

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

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



Positions in major subsidiaries and participations of OMV

Company	Position
OMV Petrom S.A.	President of the Supervisory Board
Borealis AG	Chairman of the Supervisory Board (since March 1, 2025)

Other relevant positions

Company	Position
Air Products and Chemicals, Inc.	Non-executive member of the Board of Directors (since January 23, 2025)

Reinhard Florey, born 1965

Date of initial appointment: July 1, 2016

End of the current period of tenure: June 30, 2027

Chief Financial Officer

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

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

Positions in major subsidiaries and participations of OMV

Company	Position
OMV Petrom S.A.	Member of the Supervisory Board
OMV Petrom Global Solutions SRL	President of the Supervision Body
Borealis AG	Member of the Supervisory Board
Bayport Polymers LLC	Non-executive member of the Board of Directors

Other relevant positions

Company	Position
Wiener Börse AG	Member of the Supervisory Board
Alfred Umdasch Privatstiftung	Member of the Foundation Board
Voith GmbH & Co. KGaA	Member of the Shareholders' Committee (since December 5, 2024)



Daniela Vlad, born 1970

Date of initial appointment: February 1, 2023

End of the period of tenure: February 28, 2025¹

Executive Board member for the Chemicals business segment.

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

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

Positions in major subsidiaries and participations of OMV

Company	Position
Borealis AG	Chairwoman of the Supervisory Board (until February 28, 2025)
OMV Downstream GmbH	Managing Director (until February 28, 2025)
Borouge PLC	Non-executive member of the Board of Directors (until February 28, 2025)

Martijn van Koten, born 1970

Date of initial appointment: July 1, 2021

End of the current period of tenure: June 30, 2026

Executive Board member for the Fuels & Feedstock business segment and, in the interim, for the Chemicals business segment, effective March 1, 2025

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

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

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

Positions in major subsidiaries and participations of OMV

Company	Position
OMV Petrom S.A.	Deputy President of the Supervisory Board
Borealis AG	Member of the Supervisory Board
OMV Downstream GmbH	Managing Director
Abu Dhabi Oil Refining Company (Takreer)	Non-executive member of the Board of Directors

¹ Daniela Vlad has resigned from the Executive Board with effect from 28 February 2025.



Berislav Gašo, born 1974

Date of initial appointment: March 1, 2023

End of the current period of tenure: February 29, 2028

Executive Board member for the Energy business segment.

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

Positions in major subsidiaries and participations of OMV

Company	Position
OMV Petrom S.A.	Member of the Supervisory Board
SapuraOMV Upstream Sdn. Bhd.	Chairman of the Board of Directors (until December 9, 2024)
OMV Downstream GmbH	Managing Director
OMV Exploration & Production GmbH	Managing Director
OMV Austria Exploration & Production GmbH	Chairman of the Supervisory Board

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 currently¹ consists of nine members elected by the Annual General Meeting (shareholders' representatives) and five members delegated by the Group's Works Council. Four of the current shareholders' representatives were elected at the 2022 Annual General Meeting (AGM), one at the 2023 AGM, and four at the 2024 AGM. The members of OMV's Supervisory Board in 2024 and their appointments to supervisory boards of other domestic or foreign listed companies, as well as any management positions held, are shown below.

Lutz Feldmann, born 1957

Chairman
(Independent business consultant)
Seats: EnBW Energie Baden-Württemberg AG

Edith Hlawati, born 1957

Deputy Chairwoman
(Chief Executive Officer, Österreichische Beteiligungs AG)
Seats: VERBUND AG, Telekom Austria AG, EuroTeleSites AG

Khaled Salmeen, born 1973

Deputy Chairman (since May 28, 2024)
(Chief Executive Officer, Downstream, Abu Dhabi National Oil Company)
Seats: ADNOC Logistics & Services PLC, Borouge PLC, Abu Dhabi National Oil Company for Distribution PJSC, Fertigllobe PLC, ADNOC Gas PLC

Saeed Al Mazrouei, born 1980

Deputy Chairman (until May 28, 2024)
(Managing Director and CEO, Abu Dhabi Investment Council)
Seats: Abu Dhabi Commercial Bank (ADCB)

Alyazia Ali Al Kuwaiti, born 1979

(until May 28, 2024)
(Executive Director, UAE Industries, UAE Investments Platform)
No seats in domestic or foreign listed companies

Khaled Al Zaabi, born 1985

(since May 28, 2024)
(Group Chief Financial Officer, Abu Dhabi National Oil Company)
Seats: ADNOC Gas PLC, ADNOC Drilling Company P.J.S.C., Borouge PLC, ADNOC Logistics & Services PLC, Abu Dhabi National Oil Company for Distribution PJSC

Dorothee Deuring, born 1968

(since May 28, 2024)
(Independent Corporate Finance and M&A Advisor)
Seats: Elementis plc, Temenos SA

¹ Prior to Stefan Doboczky's resignation in June 2024, the Supervisory Board consisted of ten shareholders' representatives.



Stefan Doboczky, born 1967

(until June 11, 2024)

(Chief Executive Officer, Heubach Group until May 19, 2024; Chief Executive Officer, Borealis AG since July 1, 2024)

No seats in domestic or foreign listed companies

Patrick Lammers, born 1964

(since May 28, 2024)

(Chief Executive Officer, Skyborn Renewables GmbH since June 1, 2024; Member of the Board of Management, E.ON SE until May 31, 2024)

No seats in domestic or foreign listed companies

Jean-Baptiste Renard, born 1961

(Independent business consultant)

No seats in domestic or foreign listed companies

Karl Rose, born 1961

(until May 28, 2024)

(Independent business consultant)

No seats in domestic or foreign listed companies

Elisabeth Stadler, born 1961

Seats: voestalpine AG, Österreichische Post AG, Andritz AG (since March 21, 2024)

Robert Stajic, born 1979

(Executive Director, Österreichische Beteiligungs AG)

Seats: VERBUND AG

Gertrude Tumpel-Gugerell, born 1952

(until May 28, 2024)

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, born 1969

Hubert Bunderla, born 1965

Alfred Redlich, born 1966

Nicole Schachenhofer, born 1976

Angela Schorna, born 1980

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



Diversity

The main considerations in selecting the members of the Supervisory Board are relevant knowledge, personal integrity, and experience in executive positions. Furthermore, aspects of the diversity of the Supervisory Board with respect to the internationality of the members, the representation of both genders, and the age structure are taken into account. The Supervisory Board includes five women and five non-Austrian nationals (as of December 31, 2024). The members of the Supervisory Board are aged between 39 and 67.

Independence

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

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

All members elected by the Annual General Meeting declared their independence from the Company and its Executive Board during the 2024 financial year and up to the time of making such declarations (C-rule 53 of the ACCG). Under C-rule 54 of the ACCG, Lutz Feldmann, Dorothée Deuring, Stefan Doboczky, Patrick Lammers, Jean-Baptiste Renard, Karl Rose, Elisabeth Stadler and Gertrude Tumpel-Gugerell have made declarations to the effect that they were not shareholders with a stake of more than 10% and did not represent such shareholders' interests during the 2024 financial year and up to the time of making such declarations. Furthermore, the above-mentioned members of the Supervisory Board were nominated for election as Supervisory Board members by Österreichische Beteiligungs AG, which must comply with the strict independence and incompatibility criteria of the Austrian Code of Corporate Governance when nominating or appointing persons as members of the supervisory boards of its affiliated companies, and ensure that they exercise their activities on the supervisory boards of the affiliated companies independently of their own interests or those of legal entities closely associated with them.



Positions and committee memberships in 2024¹

Name	Supervisory Board and committees 2024 ¹						Term of office
	SB	PNC	PPC	AC	RC	STC	
Lutz Feldmann	C	C	-	M	C	-	May 31, 2023, to 2027 AGM
Edith Hlawati	DC	DC	-	-	DC	-	June 3, 2022, to 2026 AGM
Khaled Salmeen	DC	DC	DC	-	DC	M	May 28, 2024, to 2027 AGM
Saeed Al Mazrouei	DC	DC	DC	-	DC	-	June 2, 2021, to May 28, 2024
Alyazia Ali Al Kuwaiti	M	M	M	DC	-	M	May 22, 2018, to May 28, 2024
Khaled Al Zaabi	M	M	M	DC	-	-	May 28, 2024, to 2027 AGM
Dorothee Deuring	M	-	-	C	M	-	May 28, 2024, to 2027 AGM
Stefan Doboczky	M	-	M	M	-	C	May 14, 2019, to June 11, 2024
Patrick Lammers	M	-	M	-	-	M	May 28, 2024, to 2026 AGM
Jean-Baptiste Renard	M	-	C	-	-	DC	June 3, 2022, to 2025 AGM
Karl Rose	M	-	M	-	-	-	May 18, 2016, to May 28, 2024
Elisabeth Stadler	M	-	-	DC	M	M	May 14, 2019, to 2025 AGM
Robert Stajic	M	-	DC	M	-	M	June 3, 2022, to 2025 AGM
Gertrude Tumpel-Gugerell	M	-	-	C	M	-	May 19, 2015, to May 28, 2024
Alexander Auer	M	M	M	M	-	-	Since September 1, 2021
Hubert Bunderla	M	-	-	M	-	M	Since January 18, 2021
Alfred Redlich	M	M	M	-	-	-	Since August 30, 2023
Nicole Schachenhofer	M	-	M	-	-	M	Since January 18, 2021
Angela Schorna	M	-	-	M	-	M	Since March 23, 2018

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

Working practices of the Supervisory Board

The Supervisory Board fulfills its duties – in particular supervising the Executive Board and advising it on strategy – by discussing the Company's situation and objectives during board meetings. Decisions are also taken at these meetings, except in urgent cases where resolutions can be taken by circular vote. Five committees ensure that the best possible use is made of the Supervisory Board members' expertise. Brief descriptions of these committees are given below (see also the report of the Supervisory Board for an overview of the individual committees' main activities in 2024). In 2024, eight meetings of the Supervisory Board and 31 committee meetings were held. In particular, the Executive Board and the Supervisory Board also discussed OMV's strategy. Alyazia Al Kuwaiti attended less than half of the meetings of the Supervisory Board.



Attendance at Supervisory Board and committee meetings in 2024 was as follows:

Attendance at Supervisory Board and committee meetings in 2024¹

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

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

2 Since May 28, 2024

3 Until May 28, 2024

4 Until June 11, 2024

5 Due to a conflict of interest, it was not possible to attend the meeting on July 15, 2024.

6 Due to a conflict of interest, it was not possible to attend the meeting on January 31, 2024.

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

Presidential and Nomination Committee

This committee is empowered to take decisions on matters of urgency. The Supervisory Board may transfer other duties and powers of approval to the Presidential and Nomination Committee on an ad hoc or permanent basis. In its capacity as the Nomination Committee, this body makes proposals to the Supervisory Board for the appointment or replacement of Executive Board members and deals with succession planning. It also makes recommendations for appointments to the Supervisory Board. There were six meetings of the Presidential and Nomination Committee in 2024, in which discussions focused on Executive and Supervisory Board matters.

Audit Committee

This committee performs the duties set out in section 92 (4a) of the Austrian Stock Corporation Act. The committee held six meetings during the reporting year. It predominantly dealt with preparations for the audit of the annual financial statements, a review of the auditors' activities, internal audit, the internal control and risk management systems, and the presentation of the annual financial statements. Until her resignation from the Supervisory Board on May 28, 2024, Gertrude Tumpel-Gugerell was the financial expert on the Audit Committee within the meaning of section 92 (4a) (1) of the Austrian Stock Corporation Act. On May 28, 2024, Dorothee Deuring took over this position.



The Audit Committee monitors the auditors' independence and reviews a breakdown of the audit fees and fees for additional services besides auditing activities. In the financial year 2024, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuergesellschaft (including members of their network within the meaning of section 271b of the Austrian Commercial Code) received EUR 5.70 mn for the annual audit, EUR 1.67 mn for other assurance services, EUR 2.51 mn for tax advisory services, and EUR 0.55 mn for other engagements.

Portfolio and Project Committee

In this committee, decisions on the most important investment and M&A projects are prepared based on extensive information and intensive discussions, and any recommendations are made to the Supervisory Board. In 2024, seven 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, as well as ESG-related standards, performance, and processes. It also focuses on performance specifically in terms of HSSE (Health, Safety, Security, and Environment) and in particular regarding climate change. Furthermore, the committee serves to support and oversee the process of transformation toward a more sustainable business model, including the cultural integration of strategically significant acquisitions. The committee held four meetings during the reporting year.

Remuneration Committee

This committee deals with all aspects of the remuneration of Executive Board members and with their employment contracts. The committee's membership does not include employee representatives. The committee is empowered to conclude, amend, and terminate Executive Board members' employment contracts and to make decisions on the awarding of bonuses (variable remuneration components) and other such benefits to them. The Remuneration Committee met eight times during 2024. Executive Board members were invited to attend some of the meetings of the Remuneration Committee.

Mercer | hkp///group provided remuneration advice to the Remuneration Committee on the appropriate structure and level of Executive Board compensation in line with regulatory requirements and market practice, and supported the revision of the Remuneration Policy for the Supervisory Board.

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

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

Appropriate handling of conflicts of interest is a matter of course for OMV, and OMV also ensures such an approach at the level of the Supervisory Board with clear rules and processes. Supervisory Board members are obliged to disclose any conflicts of interest to the Chairman of the Supervisory Board without delay. If the Chairman of the Supervisory Board gets into conflicts of interest, he must disclose them immediately to his deputies. Depending on the nature and intensity of the conflict of interest, the measures necessary in each individual case will be taken to protect OMV's interests. In addition to the disclosure of the conflict of interest, which is required in any case, these measures include, in particular, abstention from voting by the Supervisory Board member concerned, his or her non-participation in deliberations and decisions regarding the matter giving rise to the conflict of interest, and a restricted provision of (sensitive) information to the Supervisory Board member affected by the conflict of interest.

It should be noted that Abu Dhabi National Oil Company (ADNOC) P.J.S.C became a shareholder of OMV Aktiengesellschaft on February 28, 2024. ADNOC and OMV have had successful business relationships and partnerships in the Chemicals, Fuels & Feedstock and Energy divisions for many years, which are occasionally the



subject of deliberations and/or decisions by the Supervisory Board. OMV attaches great importance to handling potential conflicts of interest in this context in the Supervisory Board carefully and in accordance with the principles set out above.

In the 2024 financial year, no transactions were concluded that would have required the approval of the Supervisory Board in accordance with Section 95 (5) (12) of the Austrian Stock Corporation Act (AktG).

Employee representative participation

The Group's Works Council holds regular meetings with the Executive Board in order to exchange information about employees and developments affecting them. Furthermore, the Group's Works Council has made use of its right to delegate members to the Supervisory Board (one employee representative for every two members elected by the Annual General Meeting, and one additional employee representative if the number of shareholder representatives is uneven). Therefore, out of the 14 Supervisory Board members, five members are currently employee representatives.

Rights of minority shareholders

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

Diversity, Equity, and Inclusion 2024

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

DE&I has become an integral part of our sustainability commitments, and OMV Group is developing with our dedicated employee resources groups and cross workstream activities. Together, we embrace DE&I and contribute to an inclusive work environment and sense of belonging. The workstreams established for this purpose focus on accessibility, gender, generations, LGBTQ+, parenting/caregiving, and, since 2024, intercultural inclusion, thus ensuring holistic representation for all. The DE&I Ambassadors were introduced in 2024. They facilitate understanding of DE&I within the organization, generate ideas to increase the sense of belonging, and serve as multipliers for DE&I initiatives. This year's annual Pulse Check contained a new question on inclusion, and at the



OMV Group, 64% of respondents agreed that we strive to include and fully utilize the diverse talents, experiences, and backgrounds of all employees.

As part of our new brand strategy, DE&I is now integrated with new icons and colors. The newly launched DE&I Playbook provides employees and line managers with resources to understand and promote the main components of an inclusive work environment, while our Learning Hub offers opportunities to deepen knowledge and support a sense of belonging among employees. Diversity has been incorporated into all leadership development programs and embedded into the OMV People & Culture Strategy.

To enhance communication and knowledge-sharing related to DE&I initiatives, we updated our DE&I SharePoint site. The platform serves as a central hub for employees to access resources such as e-learning modules on DE&I, recordings of past events and knowledge-sharing sessions, stay informed about ongoing initiatives of each DE&I stream, and actively participate in fostering an inclusive workplace.

The SpeakUp Channel was introduced in 2024, providing a mechanism through which any serious work-related misconduct or unlawful behavior related to OMV and OMV Petrom can be reported, including the option to report anonymously. Reporting concerns helps us maintain a workplace based on trust, respect, and integrity.

OMV is committed to supporting women's advancement to managerial positions. The proportion of women in the Group as a whole is 25.5% (2023: 27.7%). The aim is to increase the proportion of women in management roles from 23.7%¹ (2023: 24.4%) to 25% by 2025, and to 30% by 2030, through a number of initiatives such as mentoring, succession planning, specific training, and those that promote a healthy work-life balance. In OMV's leadership development programs, the proportion of women was 45.6% (2023: 42.8%). In OMV's Upstream integrated graduate development program for technical skill pools, the proportion of women was 36%² in 2024 (2023: 27%), and in the Fuels & Feedstock Fresh Graduate Program, it was 41%.³ OMV especially supports the recruitment and development of women in technical positions.

Our Accessibility workstream raised awareness by launching accessibility-focused DE&I training sessions for specific target groups, with training and guides being key to understanding the needs of people with disabilities. Our Executive Board has approved new ESRS-compliant accessibility targets to create an inclusive work environment, aiming to increase the percentage of employees with disabilities in eligible OMV entities by 2050.

Throughout 2024, several events were organized to enhance the awareness of our employees and the ambition to focus on our DE&I goals. The OMV Group organized an International Women's Week, Pride Month celebrations, an intergenerational event, and the Positively Purple event during activities to promote accessibility. Moreover, OMV continued the New Parents Program and the OMV Ability school project, where teenagers with disabilities joined the Company for a week. Another highlight of the year was the LGBTQ+ Business Forum, which OMV hosted in collaboration with Pride Biz AT, promoting inclusion and belonging in the corporate world.

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

1 Advanced & Executive career levels

2 Without guests

3 Including 21 OMV Petrom employees who are considered as externals



As of December 31, 2024, the Executive Board members of OMV Aktiengesellschaft – one woman and four men of three different nationalities, with extensive international management experience – were between 50 and 59 years old.

With regard to the election of Supervisory Board members, the selection of potential candidates is based on various criteria, particularly the candidates' professional skills, personal integrity, independence, and impartiality. In addition, diversity aspects such as the representation of both genders, balanced age distribution, industry, and technical expertise, and internationality of members is taken into consideration.

On December 31, 2024, the Supervisory Board of OMV included five women, corresponding to a share of 36%. In line with the strategic orientation of the Company, particular focus will be given to further strengthening industry-specific expertise and the internationality of the Supervisory Board. With members aged between 39 and 67, 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 2024 financial year, OMV engaged Deloitte Legal (Jank Weiler Operenyi Rechtsanwälte GmbH, attorney Johannes Lutterotti). The official questionnaire of the Austrian Working Group for Corporate Governance was used for the evaluation, and the result was that OMV is in full compliance with the Austrian Code of Corporate Governance including all non-compulsory recommendations. The report on the evaluation is available for download on OMV's website (www.omv.com).

Vienna, March 14, 2025

The Executive Board

Alfred Stern m.p.

Reinhard Florey m.p.

Martijn van Koten m.p.

Berislav Gaso m.p.