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

For OMV Petrom S.A., a company consolidated in the OMV Group and the shares of which are publicly listed on the Bucharest Stock Exchange 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

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 business segment

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 Chemicals & Materials business segment. 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 Materials Science and a Master's in Polymer Engineering and Science, both from Montanuniversität in Leoben (Austria).

Member of the Board of the European Chemical Industry Council (Cefic), Brussels

Functions in major subsidiaries of the OMV Group

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

Johann Pleininger, *1962

Date of initial appointment: September 1, 2015
 Johann Pleininger resigned from his positions as Deputy Chairman of the Executive Board, Deputy Chief Executive Officer, and Executive Board member for the Exploration & Production business segment as of December 31, 2022.

Johann Pleininger started his professional career at OMV in 1977 and later studied mechanical and industrial 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.

Functions in major subsidiaries of the OMV Group

Company	Function
OMV Petrom S. A.	Member of the Supervisory Board (until December 31, 2022)
OJSC Severneftegazprom	Member of the Board of Directors (until December 31, 2022)
SapuraOMV Upstream Sdn. Bhd.	Deputy Chairman of the Board of Directors (until December 31, 2022)
OMV Exploration & Production GmbH	Managing Director (until December 31, 2022)
OMV Austria Exploration & Production GmbH	Chairman of the Supervisory Board (until December 31, 2022)

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 and strategy consulting. From 2002 to 2012, he worked in various positions worldwide for ThyssenKrupp 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

Company	Function
OMV Petrom S. A.	Member of the Supervisory Board (since November 1, 2022)
OMV Petrom Global Solutions SRL	President of the Supervision Body
Borealis AG	Member of the Supervisory Board

Elena Skvortsova, *1970

Date of initial appointment: June 15, 2020
 Elena Skvortsova resigned from her position as Executive Board member for the Marketing & Trading business segment as of October 31, 2022.

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

Company	Function
OMV Petrom S. A.	Member of the Supervisory Board (until October 31, 2022)
OMV Downstream GmbH	Managing Director (until October 31, 2022)

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 business segment
 As of November 1, he also took over the Marketing & Trading business segment.

Martijn van Koten was born in the Netherlands, where he studied chemical engineering at Delft University of Technology. He began his professional career at Shell in 1994, taking on several management and technical positions in the refining and downstream business in the UK, Germany, and the Netherlands. Starting 2004, Martijn van Koten 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. Martijn van Koten joined Borealis in 2013 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
Borealis AG	Member of the Supervisory Board
OMV Downstream GmbH	Managing Director
OMV Gas Logistics Holding GmbH	Managing Director (until March 31, 2022)

Events after the balance sheet date

A new corporate structure came into force on January 1, 2023, designed to fully enable the delivery of the Strategy 2030. The new organization is built on five distinct areas. In addition to the CEO and CFO areas, three business segments have been established: Chemicals & Materials, Fuels & Feedstock, and Energy.

Alfred Stern was in charge of the Chemicals & Materials segment until January 31, 2023. On February 1, 2023, Daniela Vlad joined the Executive Board and took over responsibility for the Chemicals & Materials segment.

Since January 1, 2023, Martijn van Koten has been head of the newly created Fuels & Feedstock business segment, which will consolidate the Refining and Marketing & Trading business units.

Reinhard Florey headed the Energy segment on an interim basis from January 1, 2023, to February 28, 2023. On March 1, 2023, Berislav Gaso became Executive Board member with responsibility for the Energy business segment.

Working practices of the Executive Board

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

Supervisory Board

OMV's Supervisory Board consists of ten members elected by the Annual General Meeting (shareholders' representatives) and five members delegated by the Group's Works Council. Two of the current shareholders' representatives were elected at the 2019 Annual General Meeting (AGM), one at the 2020 AGM, one at the 2021 AGM, and six at the 2022 AGM. The members of OMV's Supervisory Board in 2022 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 until June 30, 2022)
Seats: Umicore, Orica (since January 15, 2023)

Christine Catasta, *1958

Deputy Chairwoman (until June 3, 2022)
(Chief Executive Officer, Österreichische Beteiligungs AG until January 31, 2022)
Seats: VERBUND AG, Telekom Austria AG, Erste Group Bank AG

Edith Hlawati, *1957

Deputy Chairwoman (since June 3, 2022)
(Chief Executive Officer, Österreichische Beteiligungs AG since February 1, 2022)
Seats: VERBUND AG, Telekom Austria AG, Post AG

Saeed Al Mazrouei, *1980

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

Alyazia Ali Al Kuwaiti, *1979

(Executive Director Energy, Mubadala Investment Company)
No seats in domestic or foreign listed companies

Stefan Doboczky, *1967

(Chief Executive Officer, Heubach Group since January 10, 2022)
No seats in domestic or foreign listed companies

Jean-Baptiste Renard, *1961

(since June 3, 2022)
Seats: Neste Oyj (until March 30, 2022)

Karl Rose, *1961

(Strategy Advisor, Abu Dhabi National Oil Company until July 1, 2022)
No seats in domestic or foreign listed companies

Elisabeth Stadler, *1961

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

Robert Stajic, *1979

(since June 3, 2022)
(Executive Director, Österreichische Beteiligungs AG)
Seats: VERBUND AG

Christoph Swarovski, *1970

(until June 3, 2022)
No seats in domestic or foreign listed companies

Cathrine Trattner, *1976

(until June 3, 2022)
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

Hubert Bunderla, *1965

Mario Mayrwöger, *1976 (since June 7, 2022)

Nicole Schachenhofer, *1976

Angela Schorna, *1980

Gerhard Singer, *1960 (until June 7, 2022)

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

Diversity

The main considerations in selecting the members of the Supervisory Board are relevant knowledge, personal integrity, and experience in executive positions. Furthermore, aspects of diversity of the Supervisory Board with respect to the internationality of the members, the representation of both genders, and the age structure are taken into account. The Supervisory Board includes six women and four non-Austrian nationals (as per December 31, 2022). The members of the Supervisory Board are aged between 42 and 70.

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 have declared their independence from the Company

and its Executive Board during the 2022 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, Jean-Baptiste Renard, 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 2022 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 2022¹

Name	Supervisory Board and committees 2022 ¹						Term of office
	SB	PNC	PPC	AC	RC	STC	
Mark Garrett	C	C	M ²	M	V ³	-	September 29, 2020, to 2023 AGM
Edith Hlawati	DC	DC	-	-	DC	-	June 3, 2022, to 2026 AGM
Christine Catasta	DC	DC	M	M	C	DC	September 10, 2021 to 2022 AGM
Saeed Al Mazrouei	DC	DC	DC	-	DC	-	June 2, 2021, to 2024 AGM
Alyazia Ali Al Kuwaiti	M	M	M	DC	-	M	May 22, 2018, to 2024 AGM
Stefan Doboczky	M	-	M ⁴	M ³	-	C	May 14, 2019, to 2025 AGM
Jean-Baptiste Renard	M	-	C	-	-	DC	June 3, 2022, to 2025 AGM
Karl Rose	M	-	M ⁵	-	-	-	May 18, 2016, to 2024 AGM
Elisabeth Stadler	M	-	-	DC	M ³	DC ⁶	May 14, 2019, to 2025 AGM
Robert Stajic	M	-	DC	M	-	M	June 3, 2022, to 2025 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 2024 AGM
Alexander Auer	M	M ⁷	M	M ⁸	-	M ⁹	Since September 1, 2021
Hubert Bunderla	M	M	M	M	-	-	Since January 18, 2021
Mario Mayrwöger	M	-	-	-	-	M	Since June 7, 2022
Nicole Schachenhofer	M	M ¹⁰	M	-	-	M	Since January 18, 2021
Angela Schorna	M	-	-	M	-	M ⁸	Since March 23, 2018
Gerhard Singer	M	-	-	M	-	-	September 26, 2016 to June 7, 2022

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

² Until October 27, 2022

³ Since June 3, 2022

⁴ Since October 27, 2022

⁵ Chairman until June 3, 2022

⁶ Member until June 3, 2022

⁷ Since December 13, 2022

⁸ Since June 7, 2022

⁹ Until June 7, 2022

¹⁰ Until December 13, 2022

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 2022). In 2022, 8 meetings of the Supervisory Board and 28 committee meetings were held. In particular, the Executive Board and the Supervisory Board discussed OMV’s strategy. Christoph Swarovski attended fewer than half of the meetings of the Supervisory Board. Saeed Al Mazrouei attended fewer than half of the meetings of the committees he has been elected to.

Attendance of Supervisory Board and committee meetings in 2022 was as follows:

Attendance of Supervisory Board and committee meetings in 2022¹

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

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 June 3, 2022

³ Until June 3, 2022

⁴ Since June 7, 2022

⁵ Until June 7, 2022

⁶ Until October 27, 2022

⁷ Since October 27, 2022

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 five meetings of the Presidential and Nomination Committee in 2022, in which discussions focused on Executive and Supervisory Board matters.

Audit Committee

This committee performs the duties established by section 92 (4a) of the Austrian 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, the presentation of the annual financial statements as well as the procedure for the selection of the statutory auditor (Group auditor). Gertrude Tumpel-Gugerell is the financial expert on the Audit Committee within the meaning of section 92 (4a) (1) of the Austrian Stock Corporation Act.

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 2022, the auditors Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. (including their network within the meaning of section 271b of the Austrian Commercial Code) received EUR 3.47 mn for the annual audit, EUR 0.60 mn for other assurance services, EUR 0.19 mn for tax advisory services, and EUR 0.40 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 2022, five 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 transformation process toward a more sustainable business model, including the cultural integration of strategically significant acquisitions. The committee held four meetings during the 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 seven times during 2022. Executive Board members were invited to attend parts of some of the meetings of the Remuneration Committee.

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

Based on the results of a benchmarking study carried out by the hkp/// group, the remuneration of OMV's Supervisory Board was adjusted in 2022.

The hkp/// group also provided advice on the creation of OMV's Remuneration Report. The consulting company did not advise the OMV Executive Board on matters relating to Executive Board remuneration, ensuring independence 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) of the Austrian Stock Corporation Act. Attention is drawn to the fact that the Supervisory Board members Mark Garrett 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, the appropriate 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

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 Annual General Meeting). Therefore, out of the 15 Supervisory Board members, 5 members are employee representatives.

Rights of minority shareholders

- ▶ General Meeting: An Extraordinary General Meeting must be convened at the request of shareholders holding not less than 5% of the shares.
- ▶ Agenda items must be included at the request of shareholders holding not less than 5% of the shares.
- ▶ Shareholders holding not less than 1% of the shares may submit resolution proposals on all agenda items. Such resolution proposals must be posted on the website upon request of the respective shareholders.
- ▶ Shareholders holding not less than 10% of the shares may require an extraordinary audit in the event of grounds for suspicion of irregularities, or gross violations of the law or the Articles of Association.
- ▶ All shareholders, having duly provided evidence of their shareholding, are entitled to attend General Meetings, ask questions, and vote.
- ▶ Election of the Supervisory Board: If elections for two or more positions 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.

Diversity, Equity, and Inclusion 2022

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

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

successful, regardless of their nationality, gender, age, or social and health background.

As a company active in an industry with a strong technical focus, it is particularly challenging for OMV to achieve a satisfactory gender balance in all fields of business activity. OMV is committed to supporting women's advancement to managerial positions. The aim is to increase the proportion of women in management roles from 21.6%¹ currently to 25% by 2025, and to 30% by 2030, through a number of initiatives such as mentoring, succession planning, specific training, and those that promote a healthy work-life balance.

The proportion of women in the Group as a whole is 27% (2021: 27%). A total of 21.6%¹ (2021: 20.9%) of employees in management and executive positions are female. In OMV's leadership development programs, the proportion of women was 49% in 2022 (2021: 49%). In OMV's Upstream integrated graduate development program for technical skill pools, the proportion of women was 21% in 2022 (2021: 31%). Diversity has been incorporated into all leadership development programs and embedded into the OMV People & Culture Strategy.

In 2022, a DEI Governance team was formed with representatives from OMV, OMV Petrom, and Borealis, and the new Group-wide Diversity, Equity, and Inclusion Strategy 2030 was launched. Group-wide work streams have been set up to give the actions of OMV in the areas of gender, generations, people with special needs, caregivers, and LGBTQI+ more momentum and visibility.

OMV has also developed a Group-wide People & Culture Ethics Guideline, which gives more details on our clear position regarding non-discrimination in the workplace. In accordance with this guideline, OMV aims to put in place Group-wide complaints procedures and investigation principles for any misconduct in this regard.

Throughout 2022, several events were organized to increase awareness of and ambition to focus on our DEI goals. In March, OMV hosted an International Women's Day and in October, the DEI Awareness Month featured several panel discussions and keynote speeches from the Executive Board and external experts.

OMV further strengthened its training programs, such as SHEnergy, a blended learning program for women at OMV, to promote women's leadership skills. This program focuses on active inclusion skills and also emphasizes the power of mentoring and networking in developing female leaders.

The New Parent Program started in Austria, focusing on equipping future parents with information on parental leave and part-time models, associated long-term financial aspects, and things to consider when returning to work. The program's target group includes both male and female employees to encourage more equal distribution of childcare responsibilities.

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.

OMV's headquarters in Vienna has two company kindergartens attended by children of OMV employees.

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 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 the balance of gender, age, and international experience, in addition to professional skills.

Until the resignation of Elena Skvortsova on October 31, 2022, there was one woman on the Executive Board of OMV.² At this point in time, the Executive Board members of OMV Aktiengesellschaft were between 52 and 60 years old, came from three different countries, and had acquired extensive international management experience.

With regard to the election of Supervisory Board members, the selection of potential candidates is based on various criteria, particularly the candidates' professional skills, personal integrity, independence, and impartial-

¹ Advanced & Executive Level

² Following the resignation of Elena Skvortsova, the OMV Executive Board has once again included a woman, Daniela Vlad, since February 1, 2023. Currently, the Executive Board members of OMV Aktiengesellschaft are between 48 and 58 years old and are from four different nationalities (see also "Events after the balance sheet date").

ity. In addition, diversity aspects such as the representation of both genders, a balanced age distribution, industry and technical expertise, and internationality of members is taken into consideration.

On December 31, 2022, the Supervisory Board of OMV included six women, corresponding to a share of 40%. In line with the strategic orientation of the Company, particular focus will be given to further strengthening industry-specific expertise and the internationality of the Supervisory Board. With members aged between 42 and 70, the Supervisory Board's age structure is balanced.

Vienna, March 9, 2023

The Executive Board

Alfred Stern m.p.

Reinhard Florey m.p.

Martijn van Koten m.p.

Daniela Vlad m.p.

Berislav Gaso m.p.

External evaluation of Corporate Governance

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