

3

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 in all instances, except for the deviations mentioned in this report. The code is publicly accessible at [🔗 www.corporate-governance.at](https://www.corporate-governance.at).

In the 2025 financial year, OMV did not fully comply with C-rule 28 or R-rule 28a of the Austrian Corporate Governance Code, as the annual share transfer programs for members of the Executive Board and senior executives were not submitted separately to the Annual General Meeting for approval. The decision for this deviation was made following thorough analysis. It is essentially based on the fact that, the Remuneration Policy for the Executive Board already contains details of all the essential elements of such programs and is submitted to the shareholders for a vote regularly and in the event of significant changes. The deviation therefore does not reduce transparency for shareholders or their opportunities to participate with regard to remuneration programs. At the same time, this approach ensures efficient conduct of Annual General Meetings, in particular by avoiding duplications and reducing complexity. 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](https://www.omv.com).

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](https://www.omvpetrom.com/en/about-us/corporate-governance).

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<sup>1</sup>

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 had been CEO of Borealis since July 2018. During his 14 years at Borealis, Alfred Stern held a series of other executive positions, 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.

<sup>1</sup> On May 20, 2025, Alfred Stern notified the Chairman of the Supervisory Board that he will not be available for another Executive Board mandate.



Alfred Stern studied at the Technical University of 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 GmbH	Chairman of the Supervisory Board (since March 1, 2025)
Borouge Group International AG	Member of the Supervisory Board (since August 29, 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 as well as completing 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 (until April 28, 2025)
OMV Petrom Global Solutions SRL	President of the Supervision Body
Borealis GmbH	Member of the Supervisory Board
Borouge Group International AG	Deputy Chairman of the Supervisory Board (since August 29, 2025)
Bayport Polymers LLC	Non-executive member of the Board of Directors

#### Other relevant positions

Company	Position
Wiener Börse AG	Member of the Supervisory Board
Voith GmbH & Co. KGaA	Member of the Shareholders' Committee



## Martijn van Koten, born 1970

Date of initial appointment: July 1, 2021

End of the current period of tenure: June 30, 2031

Executive Board member for the Fuels 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 GmbH	Member of the Supervisory Board
Borouge Group International AG	Chairman of the Supervisory Board (since August 29, 2025)
OMV Downstream GmbH	Managing Director
OMV Renewable Fuels & Feedstock US Inc.	Non-executive member of the Board of Directors
Abu Dhabi Oil Refining Company (Takreer)	Non-executive member of the Board of Directors

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

### Positions in major subsidiaries and participations of OMV

Company	Position
OMV Petrom S.A.	Member of the Supervisory Board
OMV Downstream GmbH	Managing Director
OMV Exploration & Production GmbH	Managing Director
OMV Austria Exploration & Production GmbH	Chairman of the Supervisory Board



## Daniela Vlad, born 1970

Date of initial appointment: February 1, 2023

Daniela Vlad resigned from her position as Executive Board member for the Chemicals business segment as of February 28, 2025.

Romanian-born Daniela Vlad holds a Master's degree in Chemical Engineering from the Technical University of Timișoara 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 GmbH	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)

## 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 generally holds meetings on a bi-weekly basis 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 (employee representatives). One of the current shareholders' representatives was elected at the 2022 Annual General Meeting (AGM), one at the 2023 AGM, four at the 2024 AGM, and four at the 2025 AGM. The members of OMV's Supervisory Board in 2025 and their supervisory board mandates or similar functions in other domestic or foreign listed companies, as well as any management positions held, are shown below.

### **Lutz Feldmann, born 1957**

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

### **Edith Hlawati, born 1957**

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

### **Khaled Salmeen, born 1973**

Deputy Chairman  
(Chief Executive Officer, Downstream Industry, Marketing and Trading, Abu Dhabi National Oil Company until 2025)  
Mandates: ADNOC Logistics & Services PLC, Borouge PLC, ADNOC Gas PLC, Covestro AG (since December 30, 2025)

### **Khaled Al Zaabi, born 1985**

(Group Chief Financial Officer, Abu Dhabi National Oil Company)  
Mandates: ADNOC Gas PLC, ADNOC Drilling Company PJSC, ADNOC Logistics & Services PLC, Abu Dhabi National Oil Company for Distribution PJSC

### **Dorothee Deuring, born 1968**

(Independent Corporate Finance and M&A Advisor)  
Mandates: Elementis plc (until March 1, 2026), Temenos SA (until May 13, 2025)

### **Patrick Lammers, born 1964**

(Chief Executive Officer, Skyborn Renewables GmbH)  
No mandates in domestic or foreign listed companies

### **Hans Joachim Müller, born 1959**

Since May 27, 2025  
Mandates: Akzo Nobel N.V., LANXESS AG

### **Jean-Baptiste Renard, born 1961**

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

### **Elisabeth Stadler, born 1961**

Mandates: voestalpine AG, Österreichische Post AG, Andritz AG

### **Robert Stajic, born 1979**

(Executive Director, Österreichische Beteiligungs AG until September 30, 2025)  
Mandate: VERBUND AG



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

**Alexander Auer, born 1969**

**Hubert Bunderla, born 1965<sup>1</sup>**

**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](https://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 six non-Austrian nationals (as of December 31, 2025). The members of the Supervisory Board are aged between 40 and 68.

## Independence

The Supervisory Board has defined the criteria that constitute independence (resolution dated December 11, 2025) following the guidelines set out in Annex 1 of the ACCG. The criteria have been fully published at [www.omv.com/en/company/leadership/supervisory-board/independence](https://www.omv.com/en/company/leadership/supervisory-board/independence).

All members elected by the Annual General Meeting declared their independence from the Company and its Executive Board during the 2025 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, Patrick Lammers, Hans Joachim Müller, Jean-Baptiste Renard, and Elisabeth Stadler 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 2025 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.

<sup>1</sup> Andreas Artmayer (born 1983) was delegated to the Supervisory Board on January 19, 2026, replacing Hubert Bunderla.



## Positions and committee memberships in 2025<sup>1</sup>

Name	Supervisory Board and committees 2025 <sup>1</sup>						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
Khaled Al Zaabi	M	M	M	DC	–	–	May 28, 2024, to 2027 AGM
Dorothee Deuring	M	–	–	C	M <sup>2</sup>	M <sup>3</sup>	May 28, 2024, to 2027 AGM
Patrick Lammers	M	–	M	–	M <sup>3</sup>	C <sup>4</sup>	May 28, 2024, to 2026 AGM
Hans Joachim Müller	M	–	M	M	–	DC	May 27, 2025, to 2027 AGM
Jean-Baptiste Renard	M	–	C	–	–	DC	June 3, 2022, to 2028 AGM
Elisabeth Stadler	M	–	–	DC	M	M <sup>2</sup>	May 14, 2019, to 2028 AGM
Robert Stajic	M	–	DC	M	–	M	June 3, 2022, to 2026 AGM <sup>5</sup>
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

2 Until May 27, 2025

3 Since May 27, 2025

4 Since May 27, 2025 (he was previously a member)

5 Robert Stajic informed OMV on February 19, 2026, about his resignation from the Supervisory Board effective with the AGM 2026; his term of office would have ended with the AGM 2028.

## 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 2025). In 2025, eight meetings of the Supervisory Board and 30 committee meetings were held. In particular, the Executive Board and the Supervisory Board also discussed OMV's strategy.

Attendance at Supervisory Board and committee meetings in 2025 was as follows:

### Attendance at Supervisory Board and committee meetings in 2025<sup>1</sup>

Name	SB	PNC	PPC	AC	RC	STC
Lutz Feldmann	8/8	7/7		7/7	7/7	
Edith Hlawati	8/8	7/7			7/7	
Khaled Salmeen	5/8	4/7	1/5		6/7	3/4
Khaled Al Zaabi	8/8	7/7	5/5	6/7		
Dorothee Deuring	8/8			7/7	3/3 <sup>2</sup>	2/2 <sup>3</sup>
Patrick Lammers	8/8		4/5		4/4 <sup>3</sup>	4/4
Hans Joachim Müller <sup>3</sup>	4/4		3/3	3/3		2/2
Jean-Baptiste Renard	8/8		5/5			4/4
Elisabeth Stadler	8/8			5/7	5/7	1/2 <sup>2</sup>
Robert Stajic	8/8		5/5	7/7		4/4
Alexander Auer	8/8	7/7	5/5	7/7		
Hubert Bunderla	8/8			7/7		3/4
Alfred Redlich	7/8	6/7	5/5			
Nicole Schachenhofer	7/8		4/5			4/4
Angela Schorna	7/8			5/7		3/4

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

2 Until May 27, 2025

3 Since May 27, 2025



Pursuant to C-rule 36 of the ACCG, the Supervisory Board discusses 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 seven meetings of the Presidential and Nomination Committee in 2025, 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 seven 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 review of the annual financial statements. Dorothee Deuring is the financial expert on the Audit Committee as per Section 92 (4a) (1) of the Austrian Stock Corporation Act.

The Audit Committee monitors the auditors' independence and reviews a breakdown of the audit fees and fees for additional services besides auditing activities. In the 2025 financial year, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuergesellschaft (including members of their network within the meaning of Section 271b of the Austrian Commercial Code) received EUR 5.88 mn for the annual audit, EUR 2.05 mn for other assurance services, EUR 1.03 mn for tax advisory services, and EUR 0.27 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 2025, 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 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 seven times during 2025. 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 Executive 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.

Abu Dhabi National Oil Company (ADNOC) P.J.S.C and OMV have had successful business relationships and partnerships in the Energy, Fuels, and Chemicals 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 2025 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.

## 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 15 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 2025

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 the OMV Group is developing thanks to 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 intercultural inclusion, thus ensuring holistic representation for all. The DE&I Ambassadors facilitate understanding of DE&I within the organization, generate ideas to increase the sense of belonging, and serve as multipliers for DE&I initiatives.

The DE&I Playbook serves as a comprehensive toolkit to support line managers in building an inclusive work environment. Additionally, the DE&I Learning Hub offers a vast array of LinkedIn training modules designed to enhance the skills of both leaders and employees.

In 2025, OMV launched a new DE&I training program, which covers DE&I fundamentals, the importance of belonging, and practical approaches to active inclusion. Delivered by internal trainers, the sessions are offered for line managers and employees.

Together with our DE&I Ambassadors, several events were organized across various business areas. These workshops focused on raising awareness, identifying OMV's specific DE&I needs, and exploring ways to create and sustain an inclusive work environment.

The DE&I SharePoint 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.

OMV is committed to supporting women's advancement to managerial positions. The proportion of women in the Group as a whole is 25.7% (2024: 25.5%). The aim is to increase the proportion of women in senior management roles from 24.2%<sup>1</sup> (2024: 23.7%) to 30% by 2030, through a number of initiatives such as mentoring, succession planning, specific training, and measures that promote a healthy work-life balance. In OMV's leadership development programs, the proportion of women was 28.1% (2024: 45.6%). In OMV's Upstream integrated graduate development program for technical skill pools, the proportion of women was 28% in 2025 (2024: 36%), and in the Fuels & Feedstock Fresh Graduate Program, it was 50% (2024: 41%) OMV specifically supports the recruitment and development of women in technical positions.

The Gender stream organized an International Women's Day event with the theme #AccelerateAction, including a keynote speech and panel discussion featuring OMV senior leaders. Within our divisions, OMV celebrated International Women in Engineering Day and received the amaZone Award for our commitment to training and equal opportunities for young women in technical apprenticeships. In the Chemicals segment, a dedicated workshop addressed retaining female talent, breaking bias, and supporting mothers returning from parental leave. To connect and empower women in the Energy segment, the "femmeforward" network was launched as a pilot program to foster sharing knowledge and experiences within the Energy division.

The Company-wide employee resources groups organized several events: International Women's Week, Pride Month celebrations, International Day of Tolerance, and the Positively Purple event. Moreover, Generations Coffee Mornings were established, community lunches were held, and internal blog articles were published that contributed to the growing visibility of DE&I within the OMV Group.

<sup>1</sup> Advanced and Executive career levels



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.

As of December 31, 2025, the Executive Board members of OMV Aktiengesellschaft – four individuals of three different nationalities, with extensive international management experience – were between 51 and 60 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, 2025, the Supervisory Board of OMV included five women, corresponding to a share of 33%. In line with the strategic orientation of the Company, particular focus will be placed on further strengthening industry-specific expertise and the internationality of the Supervisory Board. With members aged between 40 and 68, 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 by independent advisors is performed every two years. 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. The report on the evaluation is available at [www.omv.com](https://www.omv.com) and confirms OMV's compliance with the ACCG for the 2024 financial year in relation to all so-called "comply or explain" rules (the "C-rules") and all recommended rules (the "R-rules"). The next external evaluation of compliance with the ACCG is scheduled to be carried out for the 2026 financial year.

Vienna, March 13, 2026

The Executive Board

Alfred Stern m.p.

Reinhard Florey m.p.

Martijn van Koten m.p.

Berislav Gaso m.p.