REMUNERATION REPORT FOR 2024

OMV PETROM S.A.

Letter to the Shareholders

I am pleased to present OMV Petrom's Remuneration Report for the 2024 financial year. OMV Petrom continued its transformational journey toward a sustainable energy future, delivering significant strategic milestones. Despite navigating a challenging global energy landscape marked by volatile prices, evolving regulations, and economic pressures, the OMV Petrom team continued to focus on delivering the energy for today while transforming for tomorrow.

In 2024, OMV Petrom made significant progress in the execution of its Strategy 2030. The company's strategic offshore gas project, Neptun Deep, is on track to commence drilling in 2025 and deliver first gas in 2027. With several acquisitions completed, the company now has more than 2.4 GW of renewable power projects, including partnerships, in its portfolio. On the decarbonization of transportation, OMV Petrom had around 900 EV charging points (own and in partnerships) at the end of 2024 and announced a 750 million EUR investment at the Petrobrazi refinery to become the first major producer of biofuels in Southeast Europe.

Despite challenging market environments, OMV Petrom continued to deliver strong operational performance and was able to provide attractive returns to its shareholders, proposing a payout ratio of 42.8 percent from Group's 2024 operating cash flow. This builds on a strong track record of competitive dividend distributions, with base dividend almost tripling in the last 9 years, while the total dividend yield averaged around 10 percent per year. Additionally, OMV Petrom remains focused on maintaining ongoing engagement with the international shareholder community through roadshows and meetings, ensuring that we adapt to their expectations while driving sustainable growth and value creation.

The Remuneration Policy for the Executive Board was last approved in 2022, based on the principle that the remuneration of the Executive Board members should be closely linked to both financial performance and the company's efforts in enhancing safety procedures and reducing carbon emissions. In the 2024 financial year, the Executive Board's remuneration remains in full accordance with OMV Petrom's Remuneration Policy, which can be downloaded here.

The entire Supervisory Board and I are consistently impressed by the value that the management team at OMV Petrom delivers to its stakeholders. I would like to thank Christina, Alina, Cristi, Radu and Franck as well as their entire team for how they guide OMV Petrom through a period of transformative growth and innovation, driving progress toward a sustainable energy future.

Alfred Stern
President of the Presidential and Nomination Committee

Executive Board's remuneration

Voting result of the 2023 Remuneration Report

The Supervisory Board of OMV Petrom revised the Remuneration Policy for the members of the Executive Board most recently in 2022. In accordance with Article 106 of Law no. 24/2017 on issuers of financial instruments and market operations, the 2022 Remuneration Policy was approved by the Ordinary General Meeting of Shareholders with 92.0% of valid casted votes and 83.6% of the share capital.

In accordance with Article 107 of Law no. 24/2017, the Remuneration Report for the 2023 financial year was submitted to the Ordinary General Meeting of Shareholders held on April 24, 2024 for a consultative vote and it was approved by a majority of 99.4% of valid casted votes and 92.7% of the share capital. We aim to take into account the feedback we have received from our investors to date and to continue to promote detailed disclosure and transparency of the Executive Board's and Supervisory Board's remuneration with the 2024 Remuneration Report, which is in line with legal requirements and the expectations of our investors.

Main features of the Remuneration Policy

The main features of the remuneration system of the Executive Board can be summarized as follows:

Table: Remuneration Policy - Executive Board remuneration at a glance

Remuneration element	Description	Purpose and link to strategy	Shareholder alignment
Base salary	Salary levels take into account the responsibilities and performance of each member of the Executive Board, the specifics of OMV Petrom, and common levels of remuneration in European Oil & Gas companies of comparable size. Remuneration is set at a competitive level.	Provide a fixed level of earnings reflecting the scale and complexity ofthe business and theroles and responsibilities of each Executive Board member, ensuring competitiveness withthe market.	Competitive remuneration to attract, retain and motivate the Executive Board members to lead the Company in the shareholders' best interest.
Annual Bonus	Performance is measured based on annual performance criteria. The award is defined as a Target Annual Bonus expressed as percentage of base salary which is in general stated in the plan documents or in the Executive Board members' management agreements.	Provide variableremuneration based onannual financial and non-financial performance criteriathat are relevant to OMV Petrom's strategyand the Oil & Gasindustry. Performanceis measured againstteam and individual goals (summarized as individual targetachievement) as wellas Company performance via amultiplier. The multiplier is based on the achievement offinancial performance criteria.	The performance criteria are inline with OMV Petrom's strategy and ensure pay for performance.

Long-Term Incentive Plan (LTIP)	A Performance Share Plan is employed as a multi-year variable remuneration. The number of shares that vest depends on the achievement of internal and external financial performance criteria, as well as ESG targets. Each annual grant is subject to a performance period of three years.	The LTIP promotes medium- and long-term value creation at OMV Petrom. Performance is measured against key criteria linked to OMV Petrom's strategy and shareholder return. The LTIP also seeks to prevent inappropriate risk-taking as well as encourages long-term retention and ownership of Executive Board members.	The LTIP aligns interests of Executive Board and shareholders, ensure pay for performance and foster an equity culture. Payouts are subject to clawback provisions.
Benefits	Executive Board members receive a company car with a personal driver, a phone and are eligible for additional insurance coverages.	Benefits are in line with common market practice in the European Oil & Gas industry.	The benefits are part of a competitive remuneration package to attract and retain the most qualified Executive Board members.
Retirement benefits	A pension allowance may be granted to Executive Board members.	Retirement benefits are in line with common market practice in the European Oil & Gas industry.	Retirement benefits may be paid by taking into consideration the competitive practice in the industry and attract and retain the most qualified Executive Board members.
Shareholding requirement	The participants of the LTIP are required to build up an appropriate volume of shares (defined as 75% of the participant's Target LTIP) and to hold these shares until retirement or departure from the Company.	The shareholding requirement provide long-term alignment between shareholders' interests and Executive Board commitment by putting Executive Board members' personal assets at stake.	Potential impact on Executive Board members personal assets creates an effect comparable to malus and clawback.
Clawback	Multi-year variable remuneration of the LTIP is subject to clawback provisions.	The provisions allow adjustment of outstanding remuneration and/or reclaim remuneration already paid out in case of clawback events.	The provisions promote long-term commitment and responsibility for decisions and actions even after the end of performance periods and management agreements.

In addition to the remuneration elements set out in the table above, OMV Petrom offers Executive Board members a D&O insurance (Directors' and Officers' insurance) as well as an indemnity against claims by third parties.

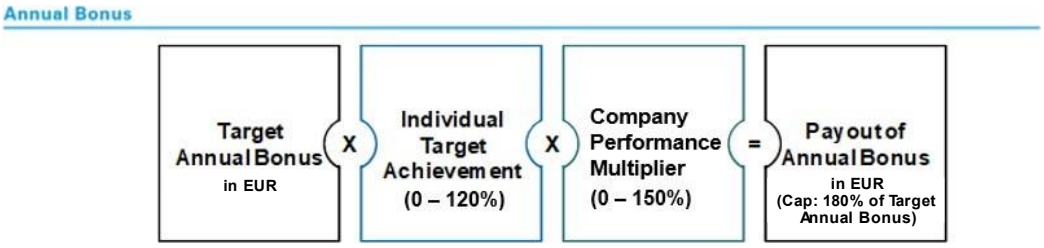
Executive Board's remuneration for the 2024 financial year

The remuneration elements applied in 2024 are in line with the Remuneration Policy and there were no deviations from the procedure for the implementation of the Remuneration Policy in the 2024 financial year.

The following is a detailed description of the remuneration elements as applied in the 2024 financial year.

Details on the 2024 Annual Bonus

In line with the Remuneration Policy, the Annual Bonus rewards financial performance, operational excellence, and sustainable corporate development at OMV Petrom. At maximum, the payout can amount to 180% (maximum 120% Individual Target Achievement x 150% Multiplier for Company Performance) of the Target Annual Bonus.



Determination of the payout amount

The Individual Target Achievement is based on Individual and Team Goals weighted with 50% each.

For the Team Goals, the following targets (Operating Cost, HSSE and the reduction of GHG emissions) have been set for all members of the Executive Board:

Individual target achievement: Team Goals – 2024 Annual Bonus

Team goals	Threshold (0% target achievement)	Target (100% target achievement)	Maximum (120% target achievement)	Actual Value	Weighting	Target achievement[1]
Operating Cost	EUR 4,070 mn	EUR 3,870 mn	EUR 3,820 mn	EUR 3,756 mn	50%	60.0%
HSSE: Total Recordable Injury Rate	1.8	1.2	1.1	1.3	10%	7.8%
HSSE: No work related fatalities	> zero work related fatalities	zero work related fatalities	-	achieved	10%	10.0%
HSSE: Process Safety Event Rate (Tier 1 & 2)	0.28	0.22	0.20	0.18	10%	12.0%
Net absolute GHG Scope 1&2 emissions	-2.2 mn t	-3.4 mn t	-4.7 mn t	-3.5 mn t	20%	20.3%
Actual target achievement						**110.1%**

[1] The target achievement is rounded to one decimal place. Team goals are defined and actual values are assessed on OMV Group level to align incentives and steering OMV Group wide.

In addition, every Executive Board member is given individual, personal objectives at the beginning of the financial year.

OMV Petrom strives for transparency in relation to pay for performance. However, further disclosure of the individual goals may create a competitive disadvantage to the company, because it renders sensitive insights into OMV Petrom's strategy. To ensure transparency while avoiding competitive risk, examples for individual goals are: strategic development, cost monitoring and reduction aligned with the responsibilities of each Executive Board member. The target achievements for the individual goals range from 86.0% to 109.0%.

The Company Performance Multiplier takes into account OMV Petrom's performance with 70% and OMVAG's performance with 30% weighting. Due to the strong financial performance of OMV Petrom and OMV AG, the Company Performance Multiplier resulted in a target achievement of 138.0%:

Company Performance Multiplier – 2024 Annual Bonus

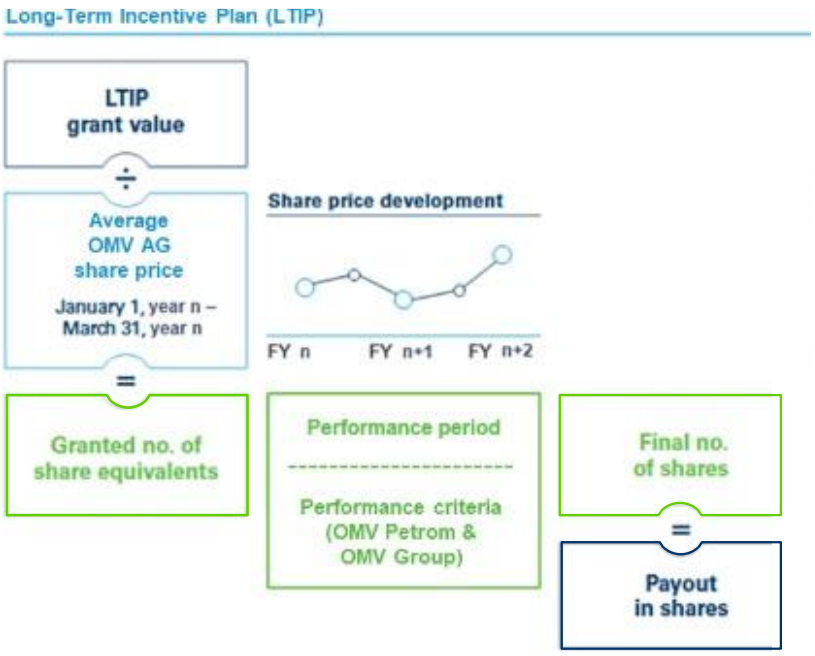
Performance criteria	Target (100% target achievement)	Maximum (150% target achievement)	Actual Value	Weighting	Target achievement[1]
OMV Petrom Reported Net Income[1]	EUR 999 mn	EUR 1,149 mn	EUR 902 mn	7%	6.3%
OMV Petrom Free Cash Flow before dividends[2]	EUR 28 mn	EUR 88 mn	EUR 137 mn	35%	52.5%
OMV Petrom Clean CCS ROACE[1]	15.64%	17.98%	16.97%	28%	35.8%
OMV AG Reported Net Income[1]	EUR 2,156 mn	EUR 2,480 mn	EUR 2,224 mn	3%	3.3%
OMV AG Free Cash Flow before dividends[2]	EUR 1,406 mn	EUR 1,617 mn	EUR 2,121 mn	15%	22.5%
OMV AG Clean CCS ROACE[1]	8.2%	9.4%	10.0%	12%	18.0%
Actual target achievement					138.0%

[1] The following adjustments of the Reported Net Income and Clean CCS ROACE were done in accordance with the predefined PNC resp. Remuneration Committee framework: Exclusion of the impact of approved inorganic activities, impact of the EU solidarity contribution, price caps imposed by governmental regulatory authorities and other unforeseen temporary regulatory changes.
[2] The following adjustments of the Free Cash Flow before dividends were done in accordance with the predefined PNC resp. Remuneration Committee framework: Exclusion of the impact of approved inorganic activities, net working capital effects from gas storage activities, impact of the EU solidarity contribution, price caps imposed by governmental regulatory authorities and other unforeseen temporary regulatory changes.
The target achievement is rounded to one decimal place.

The overall target achievement is determined by multiplying the Individual Target Achievement (based on 50% Individual Goals and 50% Team Goals) with the Company Performance Multiplier. For the 2024 financial year, the overall target achievements for the Executive Board members range from 135.3% to 151.2%.

Long-Term Incentive Plan

The Long-Term Incentive Plan (LTIP) is a long-term remuneration instrument for members of the ExecutiveBoard that promotes medium- and long-term value creation. It is structured as a Performance Share Plan.



The LTIP is designed as an OMV Group-wide incentive system. Thus, OMV AG shares are used as acalculation basis.

Both the LTIP due in the 2024 financial year which was awarded in 2022 and the LTIP awarded in the 2024 financial year are detailed in the following.

2022 LTIP (due in financial year 2024)

The 2022 LTIP (Performance Share Plan) was awarded in accordance with the LTIP described in the Remuneration Policy.

Next to financial performance, the LTIP focuses on sustainability targets and links the remuneration of the Executive Board members also to the achievement of the GHG emissions reduction target of OMV Petrom.

Performance is measured on 90% company-specific criteria of OMV Petrom and 10% OMV AG.

The calculation of the actual overall target achievement is summarized in the performance scorecard forthe 2022 LTIP shown below:

Performance scorecard – 2022 LTIP

Performance criteria	Threshold (0% or 25% target achievement)	Target (50% or 70% target achievement)	Maximum (100% target achievement)	Actual Value	Weighting	Target achievement
OMV Petrom Relative Total Shareholder Return (TSR)	at or below 1st quartile (≤ 25th percentile)	at median (= 50th percentile)	at or above 3rd quartile (≥ 75th percentile)	Above 3rd quartile	20%	20%
OMV AG Relative TSR	at or below 1st quartile (≤ 25th percentile)	at median (= 50th percentile)	at or above 3rd quartile (≥ 75th percentile)	Below 1st quartile	10%	0%
OMV Petrom Free Cash Flow before dividends (3-year average)	EUR 190 mn	EUR 230 mn	EUR 280 mn	EUR 916 mn	35%	35%
Diversity: Increase the share of women at management level	29.4%	31.7%	33.4%	32.1%	10%	7.7%
Reduction of Net absolute GHG Scope 1 & 2 emissions[1]	37%	41%	45%	36%	25%	0%
Actual target achievement						**62.7%**

[1]Out of scope: Scope 1 and 2 (marketable) GHG emission of joint ventures where OMV Petrom does not have control or operatorship; Petrom power plants due to unpredictable sales.

The payout in shares is made after the end of the three-year performance period (January 1, 2022, to December 31,2024) after March 31, 2025.

The amount due is calculated by multiplying the final number of shares with the share price at the day of the transfer into the beneficiaries deposit. As this date has not passed at the time of the approval of this Remuneration Report by the Supervisory Board, the share price of February 20, 2025, was taken as an approximation. This share price is equal to EUR 39.7. In the 2025 Remuneration Report, these numbers will be updated based on the final share price.

2024 LTIP (awarded in the 2024 financial year)

The 2024 LTIP (Performance Share Plan) was also awarded in accordance with the LTIP described in the Remuneration Policy and follows the same strategic direction as the 2022 LTIP.

Performance criteria and their weightings were agreed at the beginning of the three-year performance period in 2024 as follows. Target achievement will be assessed at the beginning of 2027.

Performance criteria

Criteria	Link to strategy and long-term development	Weighting
OMV Petrom Relative Total Shareholder Return (TSR)	Assessment of relative value created for shareholders. Common KPI that allows direct comparison with peer companies.	20%
OMV AG Relative TSR	Assessment of relative value created for shareholders. Common KPI that allows direct comparison with peer companies.	10%
OMV Petrom Free Cash Flow	Source of capital expenditure commitments which support sustainable growth based on portfolio and cost management.	35%
Diversity: Increase the proportion of women at management level	OMV Petrom is committed to its diversity targets as part the overall Sustainability Strategy.	10%
GHG emissions reduction target	Supports the overall net absolute GHG reduction goals of OMV Petrom.	25%

Determination of the payout amount

After the three-year performance period, the payout amount and the number of shares designated for thispurpose depend on the level of target achievement for the respective performance criterion. This is deter-mined by comparing the agreed target levels with the actual levels achieved and is expressed as a
percentage. The measurement of the target achievement occurs on a straight-line basis between the threshold, target, and maximum. The sum of the weighted target achievements results in the overall target achievement.

The level of the target achievement at threshold, target, and maximum for each performance criterion is shown in the table below:

Level of vesting

Criteria	Performance	Vesting
Relative TSR	Maximum: at or above 3rd quartile (≥ 75th percentile)	100%
	Target: at median (= 50th percentile)	50%
	Threshold: at or below 1st quartile (≤ 25th percentile)	0%
All other targets	Maximum	100%
	Target	70%
	Threshold	25%
	Below threshold	0%

The payout in shares is made after the end of the three-year performance period (January 1, 2024, to December 31,2026) after March 31, 2027.

Shareholding requirements for the Executive Board

Participants of the LTIP are required to accumulate an appropriate shareholding which amounts to 75% ofthe Target LTIP in OMV AG shares and hold these shares until retirement or departure from the Company.The shareholding requirement is generally met through LTIP payouts. Shares granted to participants undera LTIP count towards this shareholding requirement, provided that the shares are held in a trustee account.

Information on share-based remuneration

The number of shares for the LTIP depends on the degree to which the performance criteria described above have been achieved. The payout is made in the form of shares.

Starting with the 2022 LTIP the payout will be made in form of OMV AG shares. Executive Board members are required to accumulate an appropriate shareholding in OMV AG shares and hold these shares until retirement or departure from the Company. Until the shareholding requirement is fulfilled, payments from the LTIP will be made in the form of shares. To the extent the shareholding requirement concerning the respective LTI tranche is not fulfilled, the transferred shares (net after tax deduction) shall be deposited to a company trustee account.

Current LTIP tranches

In EUR

LTIP tranches		Payout	Christina Verchere (since May 1, 2018), Chief Executive Officer and President of the Executive Board			Alina Popa (since April 17, 2019), Chief Financial Officer and Member of the Executive Board			Radu Căprău (since October 1, 2018), Member of the Executive Board responsible for Refining & Marketing		
			Value	No. of shares	Recorded expense or payout	Value	No. of shares	Recorded expense or payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2024 - 2026		March 31, 2027	800,000	19,816	109,444	385,000	9,536	52,668	365,000	9,041	49,933
LTIP tranche 2023 - 2025		March 31, 2026	749,461	16,635	248,782	310,873	6,899	103,157	310,873	6,899	103,157
LTIP tranche 2022 - 2024	In EUR	March 31, 2025	525,300	10,603	263,926	214,000	4,319	107,508	214,000	4,319	107,508
	No. of shares				6,648			2,708			2,708

For the LTIP, the amount awarded for a tranche is converted into a number of shares and then accountedfor the expense recognized at the end of each year. Only after the three-year performance period has ended, the number of shares due and thus the payout amount due can be determined.

Current LTIP tranches

In EUR

LTIP tranches		Payout	Cristian Hubati (since April 17, 2023), Member of the Executive Board responsible for Exploration & Production			Franck Albert Neel (since July 1, 2018), Member of the Executive Board responsible for Gas & Power			Christopher Veit (until April 16, 2023) former Member of the Executive Board responsible for Exploration & Production		
			Value	No. of shares	Recorded expense or payout	Value	No. of shares	Recorded expense or payout	Value	No. of shares	Recorded expense or payout
LTIP tranche 2024 - 2026		March 31, 2027	350,000	8,669	47,873	385,000	9,536	52,668	-	-	-
LTIP tranche 2023 - 2025		March 31, 2026	224,375	4,980	74,457	310,873	6,899	103,157	-	-	-
LTIP tranche 2022 - 2024	In EUR	March 31, 2025	-	-	-	200,000	4,037	100,481	250,000	5,046	125,571
	No. of shares				-			2,531			3,163

Total remuneration of the Executive Board in the 2024 financial year

For each member of the Executive Board, the following overview shows the total remuneration based on the remuneration elements due in the 2024 financial year. The total remuneration due comprises the Base Salary for the 2024 financial year, and also performance related, variable remuneration elements. The latter consist of the 2024 Annual Bonus and the LTIP tranche awarded in 2022 and due for the 2024 financial year.

As part of the fixed remuneration, the Executive Board members receive benefits in kind, including a company car and accident insurance. For international hires, additional allowances (e.g., housing) were agreed.

The variable remuneration elements amount to between 30% and 57% of the total remuneration of the active Executive Board members, while the fixed remuneration amounts to between 43% and 70% of the total remuneration.

The total remuneration of the Executive Board members for the 2023 and 2024 financial year can be seen in the tables below:

Remuneration levels in 2024

Executive Board remuneration (gross)

In EUR

Name of the Executive Board member and function		Christina Verchere (since May 1, 2018), Chief Executive Officer and President of the Executive Board		Alina Popa (since April 17, 2019), Chief Financial Officer and Member of the Executive Board	
		2024	2023	2024	2023
Non-performance related, fixed remuneration	Base salary	690,504	634,462	396,996	376,738
	Benefits in kind *(company car, accident insurance and reimbursed expenses)*	1,204	1,044	692	620
	Pension fund substitute / allowances[1]	103,572	160,339	47,640	33,745
Performance related, variable remuneration	Annual bonus	772,346	695,759	210,099	196,601
	LTIP tranche 2022 - 2024	263,926	-	107,508	-
	LTIP tranche 2021 - 2023[2]	-	484,052	-	194,551
Total remuneration		1,831,551	1,975,656	762,935	802,255
Fixed remuneration as % of total remuneration		43%	40%	58%	51%
Variable remuneration as % of total remuneration		57%	60%	42%	49%

Remuneration levels in 2024

Executive Board remuneration (gross)

In EUR

Name of the Executive Board member and function		Radu Căprău (since October 1, 2018), Member of the Executive Board responsible for Refining & Marketing		Cristian Hubati (since April 17, 2023), Member of the Executive Board responsible for Exploration & Production	
		2024	2023	2024	2023
Non-performance related, fixed remuneration	Base salary	396,996	380,343	270,000	191,250
	Benefits in kind *(company car, accident insurance and reimbursed expenses)*	692	626	471	314
	Pension fund substitute / allowances[1]	47,640	33,745	32,400	22,950
Performance related, variable remuneration	Annual bonus	205,306	171,525	127,893	80,225
	LTIP tranche 2022 - 2024	107,508	-	-	-
	LTIP tranche 2021 - 2023[2]	-	203,077	-	-
Total remuneration		758,141	789,316	430,764	294,738
Fixed remuneration as % of total remuneration		59%	53%	70%	73%
Variable remuneration as % of total remuneration		41%	47%	30%	27%

Remuneration levels in 2024

Executive Board remuneration (gross)

In EUR

Name of the Executive Board member and function		Franck Albert Neel (since July 1, 2018), Member of the Executive Board responsible for Gas & Power	
		2024	2023
Non-performance related, fixed remuneration	Base salary	396,996	374,778
	Benefits in kind *(company car, accident insurance and reimbursed expenses)*	692	617
	Pension fund substitute / allowances[1]	47,640	75,745
Performance related, variable remuneration	Annual bonus	205,306	192,627
	LTIP tranche 2022 - 2024	100,481	-
	LTIP tranche 2021 - 2023[2]	-	185,056
Total remuneration		751,115	828,822
Fixed remuneration as % of total remuneration		59%	54%
Variable remuneration as % of total remuneration		41%	46%

[1] For Christina Verchere and Franck Albert Neel: The international allowance was shifted to the base salary with effect from April 17, 2023.
[2] The payout amount of the 2021 LTIP, reported in the 2023 Remuneration Report, was calculated based on the share price approximation of OMV AG from January 1 to February 16, 2024. The average share price equaled EUR 39.47. The updated share price, relevant for the determination of the actual payout amount of the 2021 LTIP, is based on the average OMV AG share price from January 1 to March 31, 2024 and equals EUR 40.37. Therefore, the actual payout amounts of the 2021 LTIP and the total remuneration for the 2023 financial year lies above the remuneration disclosed in the 2023 Remuneration Report.

For the 2024 financial year, the total remuneration of the former Executive Board member Christoper Veit reported as gross amounts is shown in the table below:

Remuneration levels in 2024

Executive Board remuneration (gross)

In EUR

Name of the Executive Board member and function		Christopher Veit (until April 16, 2023) former Member of the Executive Board responsible for Exploration & Production	
		2024	2023
Non-performance related, fixed remuneration	Base salary	-	86,160
	Benefits in kind *(company car, accident insurance and reimbursed expenses)*	-	948
	Pension fund substitute / allowances	-	65,354
Performance related, variable remuneration	Annual bonus	-	40,665
	LTIP tranche 2022 - 2024	125,571	-
	LTIP tranche 2021 - 2023[2]	-	237,230
Total remuneration		-	430,357
Fixed remuneration as % of total remuneration		-	35%
Variable remuneration as % of total remuneration		-	65%

[1] The payout amount of the 2021 LTIP, reported in the 2023 Remuneration Report, was calculated based on the share price approximation of OMV AG from January 1 to February 16, 2024. The average share price equaled to EUR 39.47. The updated share price, relevant for the determination of the actual payout amount of the 2021 LTIP, is based on the average OMV AG share price from January 1 to March 31, 2024 and equals to EUR 40.37. Therefore, the actual payout amounts of the 2021 LTIP and the total remuneration for the 2023 financial year lies above the remuneration disclosed in the 2023 Remuneration Report.

Remuneration of affiliated companies

In the 2024 financial year the members of the Executive Board did not receive any remuneration from affiliated companies.

Malus and Clawback

There were no causes for a malus or clawback in the 2024 financial year.

Supervisory Board's remuneration

Changes in the Supervisory Board

Niculae Havrileţ waived his mandate as member of the Supervisory Board of OMV Petrom with effect from February 12, 2024 (last day in office on February 11, 2024). He is followed by Sorin-Dumitru Elisei who was appointed as a new Supervisory Board member with effect from April 24, 2024.

Principles of the Supervisory Board's remuneration

Remuneration of the Supervisory Board is based on the system described in the Remuneration Policyand is approved annually by the Ordinary General Meeting of Shareholders:

Supervisory Board remuneration at a glance

Remuneration Element	Description & Operation
Fixed annual remuneration	Annual remuneration in the form of cash for Supervisory Board activities.
Meeting fee	Additional fee in cash for participating in meetings of the committees of the Supervisory Board depending on the scope, power and responsibilities of these Committees.

Supervisory Board's remuneration in the 2024 financial year

For the 2024 financial year, the Ordinary General Meeting of Shareholders approved an annual gross remuneration corresponding to a net remuneration for each member of the Supervisory Board amounting to EUR 22,000 per year, an additional gross remuneration per meeting corresponding to a net remuneration of EUR 4,400 for each member of the Audit Committee and an additional gross remuneration per meeting corresponding to a net remuneration of EUR 2,200 for each member of the Presidential and Nomination Committee. Compared to the 2023 financial year, the remuneration levels remained unchanged.

The following table shows the remuneration due to the members of the Supervisory Board for the 2024 financial year:

Supervisory Board remuneration

In EUR (net amounts)				2024			2023		
Name of the Supervisory Board member and function	Supervisory Board and Committees[1]			Fixed remuneration[2]		Total remuneration	Fixed remuneration[2]		Total remuneration
	SB	PNC	AC	Basic fixed remuneration	Meeting fees		Basic fixed remuneration	Meeting fees	
Alfred Stern (since September 1, 2021)[3], Member and President of the Supervisory Board	P	P	-	22,000	8,800	30,800	21,503	4,000	25,503
Martijn van Koten (since August 1, 2021)[3], Member and Deputy President of the Supervisory Board	DP[4]	DP[5]	-	22,000	8,800	30,800	21,503	4,000	25,503
Sorin-Dumitru Elisei (since April 24, 2024), Member of the Supervisory Board	M	-	M	14,997	17,600	32,597	-	-	-
Reinhard Florey (since November 1, 2022)[3], Member of the Supervisory Board	M[6]	-	DP	22,000	26,400	48,400	21,503	21,200	42,703
Berislav Gaso (since March 17, 2023)[3], Member of the Supervisory Board	M	-	-	22,000	-	22,000	17,334	-	17,334
Răzvan-Eugen Nicolescu (since April 28, 2021), Member of the Supervisory Board	M	M	M	22,000	35,200	57,200	21,503	25,200	46,703
Marius Ştefan (since April 28, 2021), Member of the Supervisory Board	M	M	M	22,000	35,200	57,200	21,503	25,200	46,703
Katja Tautscher (since January 1, 2023)[3], Member of the Supervisory Board	M	-	-	22,000	-	22,000	21,503	-	21,503
Jochen Weise (since November 1, 2016), Member of the Supervisory Board	M	-	P	22,000	26,400	48,400	21,503	21,200	42,703
Niculae Havrileţ (until February 12, 2024), Member of the Supervisory Board	M	-	M	2,444	4,400	6,844	21,503	21,200	42,703

[1] Abbreviations: P = President, DP = Deputy President, M = Member.
[2] In addition, the members of the Supervisory Board receive cash reimbursement for expenses actually incurred. Any withholding taxes that may be refundable are not included.
[3] The remuneration of the Supervisory Board members nominated by OMV AG is paid to OMV AG and is offset with the remuneration received from OMV AG or other OMV affiliates.
[4] Deputy President of the Supervisory Board since January 1, 2023.
[5] Deputy President of the PNC since January 1, 2023.
[6] Member of the AC since November 23, 2022.

Development of the total remuneration due

The following table provides an overview of the development of the total remuneration due to Executive Board and Supervisory Board members active in 2024 over the five financial years 2019 to 2024 and compares this with economic success and the remuneration of employees.

Employee remuneration is based on the average gross earnings for the employees calculated as the average of the monthly gross earnings (including i.a. salaries, bonuses, increments, holiday allowances) of OMV Petrom SA employees for the respective financial year reported to the Romanian authority. In the 2024 financial year, a new Collective Labor Agreement was concluded leading to an increase in the employee remuneration in consideration of inflation. The conversion from RON to EUR is performed using the annual average exchange rate.

The development of the total remuneration due to the members of the Executive Board is heterogeneous: Positive developments from the first to the second year of service and negative developments from the penultimate to the last year of service are due to pro-rated remuneration for the first and last year of service. For example, Niculae Havrileţ left the Supervisory Board of OMV Petrom with effect from February 12, 2024, and thus has a pro-rated remuneration for his last year of service.

Given the final payout values for the 2021 LTIP and therefore the resulting total remuneration for the 2023 financial year based on the updated share price as explained above, the development of total remuneration 2022/2023 for the Executive Board members differs slightly from the one reported in the 2023 Remuneration Report. The same will be the case for next years' remuneration report and the development of total remuneration 2023/2024.

Comparison of total remuneration due and the financial performance

	Development 2023/2024	Development 2022/2023	Development 2021/2022	Development 2020/2021	Development 2019/2020
Remuneration of the Executive Board members	In %	In %			
Christina Verchere (since May 1, 2018), Chief Executive Officer and President of the Executive Board	-7%	-4%	1%	6%[1,2]	13%[3]
Alina Popa (since April 17, 2019), Chief Financial Officer and Member of the Executive Board	-5%	9%	6%	57%[1,2]	28%[4]
Radu Căprău (since October 1, 2018), Member of the Executive Board responsible for Refining & Marketing	-4%	7%	9%	33%[1,2]	12%[3]
Cristian Hubati (since April 17, 2023), Member of the Executive Board responsible for Exploration & Production	46%	-	-	-	-
Franck Albert Neel (since July 1, 2018), Member of the Executive Board responsible for Gas & Power	-9%	-2%	6%	30%[1,2]	-4%
Remuneration of the Supervisory Board members					
Alfred Stern (since September 1, 2021), Member and President of the Supervisory Board	21%	-9%	320%[4]	-	-
Martijn van Koten (since August 1, 2021), Member and Deputy President of the Supervisory Board	21%	28%	140%[4]	-	-
Sorin-Dumitru Elisei (since April 24, 2024), Member of the Supervisory Board	n/a	-	-	-	-
Reinhard Florey (since November 1, 2022), Member of the Supervisory Board	13%	1182%[4]	-77%[5]	-54%[5]	0%
Berislav Gaso (since March 17, 2023), Member of the Supervisory Board	27%[4]	-	-	-	-
Răzvan-Eugen Nicolescu (since April 28, 2021), Member of the Supervisory Board	22%	-14%	209%[4]	-	-
Marius Ștefan (since April 28, 2021), Member of the Supervisory Board	22%	-14%	209%[4]	-	-
Katja Tautscher (since January 1, 2023), Member of the Supervisory Board	2%	-	-	-	-
Jochen Weise (since November 1, 2016), Member of the Supervisory Board	13%	-3%	38%	0%	0%
Niculae Havrileț (until February 12, 2024), Member of the Supervisory Board	-84%	-3%	22%	25%[4]	-
Financial performance of the Company					
Reported Net Income (after tax and net financial result)	5%	-62%	283%	95%	-61%
Remuneration of employees					
Average remuneration of OMV Petrom employees	13%	11%	13%	17%[6]	9%

[1] First full year LTIP tranche became due.
[2] Higher target achievement for Annual Bonus 2021 than for Annual Bonus 2020.
[3] First pro rated LTIP tranche became due.
[4] Positive developments from the first to the second year of service are due to pro-rated remuneration for the first year of service.
[5] Developments are due to his departure from the Supervisory Board with effect from April 28, 2021 as well as his re-entrance to the Supervisory Board with effect from November 1, 2022 and the corresponding pro-rated remuneration.
[6] The increase in the average remuneration of OMV Petrom employees from 2020 to 2021 results, besides the collective labor agreement increase, mainly from outsourcings in connection with OMV Petrom's E&P division and holiday indemnities shifted from 2020 to 2021 due to vacation postponements as a result of the pandemic.

Alfred Stern
President of the Presidential and Nomination Committee