

**REMUNERATION
POLICY FOR THE
MEMBERS OF THE
EXECUTIVE BOARD
AND SUPERVISORY
BOARD OF
OMV PETROM S.A.**

Introduction

OMV Petrom SA (“**OMV Petrom**” or the “**Company**”) is governed in a two-tier system. The Executive Board manages the daily business and operations of the Company, whereas the Supervisory Board monitors, supervises and controls the activity of the Executive Board.

The Executive Board members are appointed by decision of the Supervisory Board, while members of the Supervisory Board are appointed by resolution of the Ordinary General Meeting of Shareholders (“**OGMS**”). The President of the Executive Board is also Chief Executive Officer (“**CEO**”) of the Company.

The Remuneration Policy for the members of the Executive Board and of the Supervisory Board of OMV Petrom was lastly approved by the OGMS in April 2025 with a majority of 75.49% of the casted votes (“**2025 Remuneration Policy**”). Considering current market practice, the relevant legal requirements, as well as the principles and provisions of the Bucharest Stock Exchange Corporate Governance Code effective as of 1 January 2025 (“**BVB Code**”), adjustments were made to the Supervisory Board remuneration, mainly to reflect that the additional remuneration of the members of the committees established by the Supervisory Board will no longer be remuneration per meeting, but will be replaced with annual fixed remuneration. The provisions regarding the remuneration of the Executive Board, however, remained unchanged.

The 2025 Remuneration Policy is aligned with OMV Petrom’s Strategy 2030, which outlines how the Company plans to manage its transition to be fit for a lower carbon future. OMV Petrom puts forward the largest investment plan in the Romanian energy sector, with an ambition to lead the energy transition in South-East Europe, while capitalizing on emerging market opportunities. This will secure sustainable long-term economic growth and high cash flow generation, while ensuring investments and attractive shareholder returns and focusing on sustainable development.

In 2025, the committee responsible for the Executive Board remuneration, currently the Presidential and Nomination Committee, a consultative committee to the Supervisory Board, and the Supervisory Board of the Company conducted a review of the Executive Board remuneration taking into account the principles and provisions of the BVB Code. Adjustments were implemented, the result being this revised Remuneration Policy (“**Remuneration Policy**” or “**Revised Remuneration Policy**” or “**Policy**”). The principles regarding the Supervisory Board remuneration remain unchanged compared to the 2025 Remuneration Policy, except a clarification on D&O insurance and benefits in kind.

This revised Remuneration Policy for the Executive Board and Supervisory Board members of OMV Petrom is in line with Law no. 24/2017 on issuers of financial instruments and market operations. In addition to the relevant legal provisions, the Articles of Association, the internal regulations for the corporate bodies and the BVB Code, as well as other relevant guidelines, which provide the framework for OMV Petrom’s corporate governance, were taken into account.

The revised Remuneration Policy will be put to a vote at the General Meeting of Shareholders (“**GMS**”) on October 23rd, 2025. The results of this vote will be published along with the Remuneration Policy at www.omvpetrom.com.

Subject to approval of the GMS, this revised Remuneration Policy will apply starting 2026 financial year and will be in place for the next four years, unless a new Remuneration Policy is proposed and approved by the OGMS beforehand. Nevertheless, the committee responsible for the Executive Board remuneration will review and discuss the Remuneration Policy regularly, based on the latest legal requirements, shareholder feedback, strategy realignments, as well as market developments, to identify whether changes are needed to support OMV Petrom’s long-term success.

Internal rules for the Supervisory Board are in place to deal with the treatment of (potential) conflicts of interest. No Executive Board member is involved in determining his or her own remuneration. Likewise, the remuneration of the Supervisory Board members is determined by the OMV Petrom shareholders in the OGMS.

Executive Board remuneration

Changes to the Executive Board remuneration

The changes to the Executive Board remuneration implemented in the Remuneration Policy affect the variable remuneration elements, namely the Annual Bonus and the Long-Term Incentive Plan (LTIP). In response to the principles and provisions of the BVB Code, all performance criteria in the variable remuneration will refer exclusively to the performance of OMV Petrom. In addition, the payout of the LTIP will be made in OMV Petrom shares. Accordingly, the share price development of OMV Petrom is considered to calculate the granted number of share equivalents as well as the final number of shares. The changes to the Annual Bonus and the LTIP are in line with shareholders' interests and provide for a holistic assessment of OMV Petrom's performance at company level, further strengthening the link between pay and performance.

In addition, the malus and clawback provisions shall be extended to apply to both the Annual Bonus and the LTIP. This change is in line with common market practice, shareholders' expectations and reinforces the possibility of the Supervisory Board withhold ("malus") and/or reclaim ("clawback") variable remuneration under extraordinary circumstances.

The main changes to the remuneration elements can be summarized as follows:

Remuneration Element	Remuneration Policy	Revised Remuneration Policy
Annual Bonus	Individual Target Achievement (0 – 120%) <ul style="list-style-type: none"> • 50% Individual goals • 50% OMV Team goals Company Performance Multiplier (0 – 150%), e.g. <ul style="list-style-type: none"> • OMV Petrom and OMV AG Earnings (e.g., Reported Net Income) • OMV Petrom and OMV AG Cash Flow (e.g., Free Cash Flow before dividends) • OMV Petrom and OMV AG Return (e.g., Clean CCS ROACE) 	Individual Target Achievement (0 – 120%) <ul style="list-style-type: none"> • 50% Individual goals • 50% OMV Petrom Team goals Company Performance Multiplier (0 – 150%), e.g. <ul style="list-style-type: none"> • OMV Petrom Earnings (e.g., Reported Net Income) • OMV Petrom Cash Flow (e.g., Free Cash Flow before dividends) • OMV Petrom Return (e.g., Clean CCS ROACE)
Long-Term Incentive Plan (LTIP)	<ul style="list-style-type: none"> • Performance Share Plan based on OMV AG share price development Performance criteria: <ul style="list-style-type: none"> • 20% OMV Petrom Relative Total Shareholder Return (TSR) • 10% OMV AG Relative Total Shareholder Return (TSR) • 35% OMV Petrom Free Cash Flow (FCF) • 35% ESG 	<ul style="list-style-type: none"> • Performance Share Plan based on OMV Petrom share price development Performance criteria: <ul style="list-style-type: none"> • 30% OMV Petrom Relative Total Shareholder Return (TSR) • 35% OMV Petrom Free Cash Flow (FCF) • 35% OMV Petrom ESG
Malus & Clawback	<ul style="list-style-type: none"> • Malus provisions applicable only to the Annual Bonus • Clawback provisions applicable only to the LTIP 	<ul style="list-style-type: none"> • Malus and clawback provisions shall become applicable to both the Annual Bonus and the LTIP

All other remuneration elements remain unchanged compared to the 2025 Remuneration Policy.

Remuneration principles and consideration of shareholders' views

OMV Petrom aims to remunerate Executive Board members at competitive levels and to include a strong performance-related component.

The Executive Board's performance is assessed against financial and non-financial criteria derived from OMV Petrom's strategy. Specific projects related to the implementation of OMV Petrom's strategy are also considered. OMV Petrom aims to ensure competitive compensation and benefits packages that best promote and support OMV Petrom's strategy.

Long-term shareholder and stakeholder interests are reflected in variable remuneration, which includes both long- and short-term elements. This Policy provides the framework for shareholders to assess and understand how the Executive Board members at OMV Petrom are paid.

The remuneration elements and their alignment with strategy and shareholder interests 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 of the business and the roles and responsibilities of each Executive Board member, ensuring competitiveness with the market.	Competitive remuneration to attract, retain and motivate the Executive Board members to lead the Company in shareholders' best interest.
Annual Bonus	Performance is measured based on annual financial and non-financial performance criteria. All performance criteria relate to the performance of OMV Petrom. The award is defined as a Target Annual Bonus expressed as percentage of base salary in general stated in the plan documents or in the Executive Board members' management agreements.	Provide variable remuneration based on annual financial and non-financial performance criteria that are relevant to OMV Petrom's strategy and the Oil & Gas industry. Performance is measured against team and individual goals (summarized as Individual Target Achievement) as well as Company performance via a Company Performance Multiplier which is based on the achievement of financial KPIs.	Performance criteria are in line with OMV Petrom's strategy and ensure pay for performance.
Long-Term Incentive Plan (LTIP)	A Performance Share Plan is employed as multi-year variable remuneration. The number of shares that vest depends on the	Promote medium- and long-term value creation at OMV Petrom. Performance is measured against key criteria linked to OMV	LTIP aligns interests of Executive Board and shareholders, ensures pay for performance and

	achievement of internal and external financial performance criteria, as well as ESG targets. All performance criteria relate to the performance of OMV Petrom. Each annual grant is subject to a performance period of three years.	Petrom's strategy and shareholder return. The plan also seeks to prevent inappropriate risk-taking as well as encourages long-term retention and ownership of Executive Board members.	fosters an equity culture at OMV Petrom.
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.	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 LTI) and to hold these shares until retirement or departure from the Company.	Provide long-term alignment with shareholders' interests and Executive Board commitment by putting Executive Board members' personal assets at stake.	Shareholder requirement aligns interests of the Executive Board and shareholders by turning the members of the Executive Board into shareholders.
Malus & Clawback	All variable remuneration elements shall become subject to malus and clawback provisions.	Allow adjustment of outstanding remuneration and/or reclaim remuneration already paid out in case of a serious misconduct of the Executive Board member or payments based on incorrect financial statements.	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 D&O insurance (Directors' and Officers' liability insurance) as well as an indemnity against claims by third parties which are set out later.

All salaries are expressed in Euros (gross) in the management agreements and paid out in Romanian Leu equivalents.

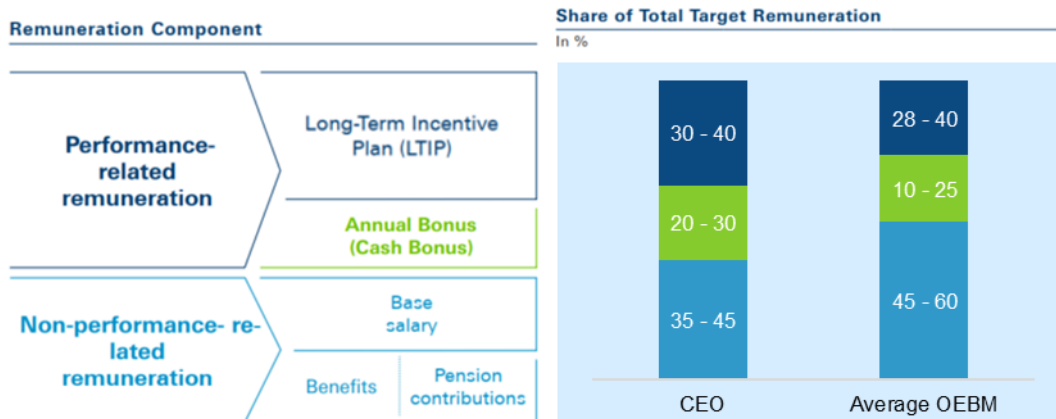
Structure of Executive Board remuneration

As shown in the section "Table: Remuneration Policy - Executive Board remuneration at a glance", the Executive Board remuneration at OMV Petrom consists of fixed and variable remuneration elements as well as benefits. Each Executive Board member receives a remuneration package comprising a Base Salary, an Annual Bonus, a Long-Term Incentive Plan (LTIP) as well as cash and non-cash benefits.

The majority of the CEO's target remuneration is granted in the form of variable compensation elements. The majority of all Executive Board members' variable remuneration is based on multi-year performance through the LTIP.

Non-performance-related remuneration of the Other Executive Board Members ("OEBMs") is currently heterogeneous, considering the specific situations of international hires who receive additional allowances including compensation for previous pension plans.

Overview of the Executive Board's remuneration



Details on the Annual Bonus

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% Company Performance Multiplier) of the Target Annual Bonus amount stated in the respective plan documents or in the Executive Board management agreements. The actual amount depends on the individual target achievement and the achievement of companywide financial targets.

Annual Bonus

Target amount	x	Individual Target Achievement	x	Company Performance Multiplier	=	Payout in cash
		<ul style="list-style-type: none"> 50% Individual goals 50% Team goals 		<ul style="list-style-type: none"> Financial performance criteria of OMV Petrom 		Cap: 180% of target amount
		0 – 120%		0 – 150%		

The Individual and Team goals (which are summarized in the Individual Target Achievement) each are weighted with 50%. The Company Performance Multiplier is based on the key financial performance criteria of OMV Petrom.

The following table provides an overview of exemplary criteria for the Individual Target Achievement (individual and team goals) as well as for the Company Performance Multiplier.

Table: Performance criteria – Annual Bonus

Area	Exemplary	Link to strategy and long-term development	Typical weighting
Individual Target Achievement (0 – 120%)			
Individual goals	<ul style="list-style-type: none"> • Strategic development • Cost monitoring and reduction • Development of a risk management plan • etc. 	The criteria of the individual goals are aligned with the responsibilities of each Executive Board member and thus reflect specific strategic goals with high importance for the further development of OMV Petrom.	50%
OMV Petrom Team goals	<ul style="list-style-type: none"> • OMV Petrom Operating cost • OMV Petrom HSSE KPIs • Reduction of OMV Petrom GHG emissions • etc. 	The criteria of the team goals incentivize the achievement of important operational and sustainability targets in line with OMV Petrom's strategy.	50%
Company Performance Multiplier (0 – 150%)			
OMV Petrom Performance	<ul style="list-style-type: none"> • OMV Petrom Earnings (e.g., Reported Net Income) • OMV Petrom Cash Flow (e.g., Free Cash Flow before dividends) • OMV Petrom Return (e.g., Clean CCS ROACE) • etc. 	The criteria of the Company Performance Multiplier are KPIs that allow a comparison to the Oil & Gas industry as a whole.	Multiplier between 0% and 150%

The performance criteria are designed to deliver OMV Petrom's strategy as well as long-term value creation. Before the start of each year, latest in the first quarter, the committee responsible for the Executive Board remuneration will review the performance criteria and weightings to ensure the consistency with OMV Petrom's strategic priorities. The applicable criteria and their weighing are reported in the respective Remuneration Report.

Vesting/payout

The target achievement for qualitative goals included in the Individual Target Achievement component is evaluated in 20% steps on a 7-level rating scale as a percentage between 0 and 120%. Quantitative goals included in the Individual Target Achievement component are evaluated linearly based on defined target levels between 0 and 120%. Goals have to be defined based on the S.M.A.R.T. rules (specific, measurable, attainable, realistic and timely). The goals will be in general published in the Remuneration Report.

Below threshold, target and maximum vesting levels for the Company Performance Multiplier are defined at the beginning of the performance period.

Table: Level of vesting

Criteria	Performance	Vesting
All criteria	Maximum	150%
	Target	100%
	Below threshold	0%

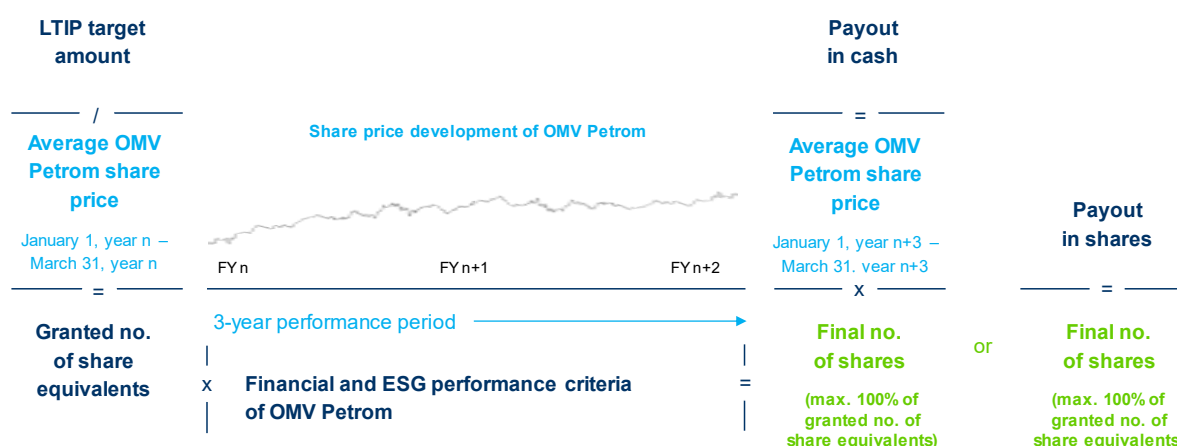
Calculations will be made on a straight-line basis between the levels indicated above. Bonuses will only be paid out if the Company Performance Multiplier is above 0%.

Given the industry-inherent volatility of commodity prices and market conditions, political country risks as well as an increased safety exposure, the variable remuneration plans give the Supervisory Board upon recommendation by the committee responsible for the Executive Board remuneration, in line with the general practice in the Oil & Gas industry, the authority to adjust the threshold, target, and maximum levels of the Company Performance Multiplier goals (but not the KPIs as such) accordingly based on the actual oil/gas price, the exchange rate, force majeure events, or externally imposed production limitations etc. compared to assumptions at the time of target setting in case of material changes in external influences (Financial Targets Modifier). The adjustment is possible in both directions and will be determined by the Supervisory Board upon recommendation by the committee responsible for the Executive Board remuneration.

Details on the Long-Term Incentive Plan

The Long-Term Incentive Plan (LTIP, Performance Share Plan) is a long-term remuneration instrument for members of the Executive Board that promotes medium- and long-term value creation. The plan seeks to align the interests of management and shareholders based on a set of key performance criteria linked to the medium-term strategy and shareholder return. The plan also seeks to prevent inappropriate risk-taking.

Long-Term Incentive Plan (LTIP)



The LTIP target amount of each Executive Board member is converted into a number of share equivalents based on average share price of OMV Petrom over the three-month period January 1, of the year of grant to March 31, of the year of grant¹. The LTIP usually vests on March 31, in the year following the three-year performance period.

Performance criteria and their weightings are defined by the Supervisory Board upon recommendation by the committee responsible for the Executive Board remuneration at the beginning of the three-year performance period. The respective criteria and their weighting will be disclosed in the Remuneration Report for the last year of the respective performance period.

¹ The closing price at the Bucharest Stock Exchange is used. The closing price corresponds with the "reference price" as referred to by the Bucharest Stock Exchange.

Financial performance criteria consist of external, share-based targets, as well as internal targets.

As external, share-based target, relative Total Shareholder Return is used. OMV Petrom's relative TSR is measured against a well-balanced selection of peer companies (Shell, BP, TotalEnergies, Eni, Equinor, Repsol, Galp Energia, MOL, Neste, BASF, LyondellBasell and Solvay). If necessary, the peer group might be adjusted in case of mergers & acquisitions or delisting of peer companies within the group, to guarantee the operational functioning of the plan, and a fair and well-balanced incentive. In addition, changes regarding the strategic priority of OMV Petrom can be considered in the peer group. As internal targets, the Supervisory Board upon recommendation by the committee responsible for the

Executive Board remuneration can define performance criteria which are used for company steering and are aligned with strategy, such as a return measure (e.g. ROACE) or cash flow measure (e.g. free cash flow).

For the OMV Petrom ESG criteria, the Supervisory Board upon recommendation by the committee responsible for the Executive Board remuneration decides on the specific targets at the beginning of the three-year performance period. Based on Strategy 2030, overall carbon reduction is one major, strategic goal which shall be considered with material weight. Next to the carbon reduction target, the committee responsible for the Executive Board remuneration can recommend to set a focus on different topics based on the sustainability strategy, e.g. diversity, employee engagement, employee promoter score, social responsibility.

The following table provides an overview of exemplary criteria and their respective weighting for the LTIP.

Table: Performance criteria – LTIP

Criteria	Link to strategy and long-term development	Typical Weighting
OMV Petrom Relative Total Shareholder Return (TSR)	Assessment of relative value created for shareholders. Common KPI allows direct comparison versus other companies.	30%
OMV Petrom Free cash flow (FCF)	Source of capital expenditure commitments which support sustainable growth based on portfolio and cost management.	35%
OMV Petrom ESG	Environment, social and governance targets derived from sustainability strategy, e.g.: <ul style="list-style-type: none"> • Carbon reduction • Diversity • Employee engagement • Employee promoter score • Social responsibility 	35%

Vesting/payout

After the performance period of three years, the actual LTIP amount/actual number of shares depends on the level of vesting of each performance criterion, which is determined by comparing achieved results against defined targets and expressed as a percentage. The sum of achievements results in the overall target achievement. Payments will vest on a straight-line basis between the performance levels/quartiles. The final number of shares is capped at 100% of the grant amount.

The vesting levels for each of the performance criteria are shown in the table below.

Table: Level of vesting

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

The defined Performance Criteria must not be amended during the performance period of the LTIP. However, in order to maintain the incentivizing character of the program, the Supervisory Board upon recommendation by the committee responsible for the Executive Board remuneration may adjust the threshold/target/maximum levels based on actual oil/gas prices, the exchange rate, etc. compared to assumptions at the time of target setting in case of material changes in external factors. The adjustment is possible in both directions and will be determined by the Supervisory Board upon recommendation by the committee responsible for the Executive Board remuneration.

Malus & Clawback

All variable remuneration elements (Annual Bonus and LTIP) shall become subject to malus and clawback provisions that, under certain circumstances, allow outstanding remuneration to be reduced or withheld (“**malus**”) and/or remuneration already paid out to be reclaimed (“**clawback**”). In case of such an event, cash or shares granted will be reduced or may be clawed back upon recommendation from the committee responsible for the Executive Board remuneration to the Supervisory Board. By this, OMV Petrom promotes long-term commitment, responsibility and ownership for decisions and actions even after performance periods of long-term remuneration elements have ended.

Malus and/or clawback may apply under the following circumstances: material failure of risk management that leads to significant losses, serious misconduct of individual Executive Board members that violates Romanian law, adjustment of approved financial statements due to an error. Furthermore, in case any payout in cash or transfer of shares is based on incorrect data, Executive Board members are obligated to return or repay the additional remuneration they received based on such calculation errors.

Shareholding requirement

Participants of the LTIP are required to accumulate an appropriate shareholding which amounts to 75% of the LTIP target amount and hold these shares until retirement or departure from the Company. The shareholding requirement is generally met through LTIP payouts.

Indemnity allowance

In case of fiscal changes (such as a transfer of social contributions from the employer to the employee) a temporary indemnity allowance may be granted to the OMV Petrom Executive Board members. The allowance is granted as a percentage of selected remuneration elements.

Benefits

Executive Board members receive a company car with a personal driver and a phone and are eligible for accident insurances. Following common market practice, Executive Board members who are not a resident of Romania at the time of their appointment may receive additional benefits such as travel expenses, an international allowance or housing allowance as well as one-off payments for their relocation (e.g. Shipment of Personal Effects). Additional benefits such as medical insurance, or a travel allowance may be granted.

Pension scheme

Executive Board members may be granted a pension allowance or a contribution to a pension fund. The annuitization is made in accordance with the pension fund's approved scheme.

One-time benefits and temporary remuneration for interim roles

Furthermore, exceptional one-time benefits such as e.g. a sign-on bonus (typically equivalent to the variable remuneration forfeited at the previous employer) to attract and motivate suitable Executive Board members or temporary remuneration may be granted in the event that an Executive Board member assumes additional responsibilities on an interim basis. In such cases, OMV Petrom will separately disclose the extraordinary remuneration elements actually granted to the Executive Board members, as applicable, in the Remuneration Report.

Directors' and Officers' (D&O) liability insurance

OMV Petrom Board members are covered by a Directors' and Officers' liability insurance (D&O insurance). Coverage is provided for the legal liability of insured persons for financial losses resulting from misconduct while acting within the scope of their function.

Indemnity

OMV Petrom Executive Board members, to the extent legally possible, are also indemnified against claims by third parties with respect to their actions exercised within the scope of their duties, except in cases of willful intent or gross negligence.

Conditions for contract termination and related entitlements

Once appointed, the Executive Board members of OMV Petrom perform their duties in accordance with the Romanian law and based on the management agreements with OMV Petrom also governed by Romanian law.

Management agreements are concluded for a period of up to four years.

The Executive Board member may unilaterally terminate the management agreement at any time, without having to display any grounds and without any other formalities or court intervention, with a notice period of six months.

OMV Petrom may, subject to prior approval by the Supervisory Board, unilaterally terminate the management agreement at any time, without having to display any grounds and without any other formalities or court intervention. In such case, the Executive Board member is entitled to a termination remuneration equal to six months fixed gross monthly base salary.

If the Executive Board member ceases for any reason to hold the position, the management agreement will terminate immediately and the Executive Board member will not be entitled to receive any termination compensation.

Both parties have the right to terminate the management agreement if the other party materially breaches or is in default of any obligation of the management agreement which cannot be remedied or has not been remedied within 30 calendar days after receipt of written notice of such default. The termination occurs by effect of law, without any other formalities or court intervention.

Treatment of outstanding payments from awards granted before the adoption of the Policy

Awards granted prior to the approval and implementation of this Policy remain unaffected by the terms of this Policy and are satisfied in accordance with the terms of the original award even if this is not consistent with the terms of this Policy.

Considerations related to other employees' remuneration and general employment conditions

As set out above, OMV Petrom targets to occupy a strong market position with remuneration levels designed to be highly competitive in the relevant labor markets, ideally in reference to the Oil & Gas business, in order to attract, motivate and retain the best qualified talents.

To maintain long-term competitiveness, OMV Petrom has set a performance and development-based organization and, correspondently, a performance-based reward management system, embedding the Company's principles of People and Organizational Culture.

The Company places people at the core of its business, being one of the main pillars of the Company's success. Remuneration packages are set to achieve internal equity, but at the same time to remain externally competitive with the local and international markets in which the Company operates and to make people feel encouraged to create sustainable results and add value to the business.

OMV Petrom uses a variety of remuneration components to strengthen its position as an attractive employer in the Oil & Gas business. The reward structure is specifically set up for OMV Petrom and it reflects the reward philosophy and principles of the Company. Consistent with the objective to be a reputable employer, the Company's remuneration principles utilize a balanced mix of fixed and variable, monetary and non-monetary components.

The guiding remuneration principles are applicable to all employees in appropriate form for the respective employee groups. Overall pay and employment conditions of the wider OMV Petrom employee population were taken into account by adhering to the same performance measurement philosophy for the Executive Board members as for employees, as well as overall benchmarking principles.

Possibilities of deviation from the Policy

Remuneration outside the Policy can be temporarily agreed in limited exceptional circumstances. The term "exceptional circumstances" shall cover situations in which derogation from the Policy is necessary to serve the long-term interests and sustainability of the Company as a whole or to assure its viability.

In these situations

- The total target remuneration structure can be changed exceeding the above determined limits.
- Performance criteria can be adjusted to reflect the then current strategy.
- Performance periods can be shortened or extended to fit the Company's strategic orientation.
- Vesting schedules (threshold, target and maximum levels) of variable remuneration elements can be altered.
- Shareholding requirements can be amended in terms of the required amount and the length of the build-up phase.

Supervisory Board remuneration

Working practices and remuneration framework of the Supervisory Board

The members of the Supervisory Board are appointed by the OGMS and they cannot be members of the Executive Board. Some Supervisory Board members are independent. The defined criteria ensuring Supervisory Board member independence are provided by the Bucharest Stock Exchange Corporate Governance Code and the Companies Law no. 31/1990.

The Supervisory Board fulfills its duties of supervision and control over the Executive Board, being also involved together with the Executive Board in determining the strategy, by discussing the Company's situation and objectives during Supervisory Board meetings. Decisions are also generally taken at these meetings, except in urgent cases where decisions can be taken by circular vote.

The Supervisory Board has set up committees at its level to ensure that the best possible use is made of the Supervisory Board members' expertise. The remuneration for Supervisory Board members should reflect and value these tasks and responsibilities.

Table: Supervisory Board remuneration at a glance

Remuneration element	Details
Fixed annual remuneration	Annual remuneration in the form of cash for each member of the Supervisory Board for the Supervisory Board activity.
Additional fixed annual remuneration for the membership in committees	Additional fixed annual remuneration in the form of cash for each member of a committee created at the level of the Supervisory Board considering the scope, power and responsibilities of the respective committee.

In addition, for the proper running of their activity, Supervisory Board members receive a liability insurance and may receive also some benefits in kind in line with market standards. Further, they are entitled to the reimbursement of their cash expenses related to travel and accommodation for participating at meetings/works of the Supervisory Board and/or its committees.

In order to ensure neutral supervision of the Executive Board by the Supervisory Board, the members of the Supervisory Board are not granted a variable remuneration or bonuses.

If the term of office of a member of the Supervisory Board begins or ends during the financial year, the remuneration is granted pro rata.

OMV Petrom's Directors' and Officers' liability insurance ("**D&O insurance**") covers the legal liability of Supervisory Board members for financial losses resulting from misconduct in the exercise of their function.

The specific annual remuneration of the Supervisory Board members for the respective financial year are approved by the OGMS and presented in the respective annual Remuneration Report.

Term and termination of Supervisory Board mandates

The members of the Supervisory Board are appointed by the OGMS for a term of 4 years. In some cases, a shorter term is possible (e.g. in case of vacancy, when the Supervisory Board can appoint an interim member until the next OGMS). Re-appointments are permissible.

The mandate of the Supervisory Board members ceases according to the law.

Possibility of deviation from the Policy

In exceptional circumstances, the OGMS may temporarily adjust the amount of the Supervisory Board members' remuneration to the situation of the Company if this is necessary for the long-term development of the Company or to ensure its profitability.