

Policy on related party transactions

1. Purpose

This policy is intended to ensure the proper monitoring, approval and reporting of the Related Parties Transactions (as these terms are defined below) of OMV Petrom S.A. (“**OMV Petrom**” or the “**Company**”). At the same time, the policy is intended to ensure the monitoring of the transactions between OMV Petrom or any of its group companies and OMV Aktiengesellschaft or its related entities, for the purpose of the similar reporting obligations at group level.

2. Definitions

In this policy, unless the context otherwise requires, the following terms have the following meanings:

“Related Party Transaction” means any transaction involving a transfer of resources, services or obligations between the Company or its subsidiary and a Related Party, regardless of whether a price is charged. Related Party Transactions shall be construed to include single transactions or a group of transactions, as the case might be.

“Related Party” has the meaning set out in the international accounting standards (i.e. IAS 24 - Related Party Disclosures) adopted in accordance with Regulation (EC) no 1.606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards and includes especially (without being limited to) all entities consolidated within OMV Group and OMV Petrom Group financial statements. Also, related party is to be referenced to the definitions of arm’s length principle and market price as per Law no. 277/2015 or any subsequent law replacing it.

3. Compliance framework

As a general principle, Related Party Transactions will be considered in accordance with the normal industry standards, applicable laws and corporate regulations and will be concluded on arm’s length principle as required by Romanian Fiscal Code.

Requirements provided by capital market legislation related to approval, disclosure and review by financial auditor of significant Related Party Transactions, as defined below, are accordingly applied by the Company unless they fall under any exemption provided by the applicable legislation. Main exceptions provided by legislation are for transactions concluded by the Company with its Related Parties representing fully owned subsidiaries and transactions concluded by the Company with its Related Parties in the ordinary course of business and under normal market conditions.

All Related Party Transactions are continuously and closely monitored and applicable legal requirements are followed.

3.1 Approval of Related Party Transactions

Related Party Transactions will be approved by the relevant corporate body within the Company according to the Company’s Articles of Association and the Company’s Internal Rules for the Executive Board / Supervisory Board and the law.

As a general rule, Related Party Transactions that exceed or may be expected to exceed, individually or cumulatively, 5% of the Company’s net assets (according to the latest reports on the individual financial

statements published by the Company) (hereinafter “significant Related Party Transaction”) must be approved by the Supervisory Board following the approval of the Executive Board and based on the review of the Audit Committee except for exclusions allowed by legislation.

OMV Petrom’s Related Party Transactions, individually or cumulatively, for which the value cannot be estimated upfront, will be submitted to the Audit Committee’s review as promptly as reasonably practical after it becomes reasonably apparent that their value exceeds or may be expected to exceed (in a year / in any subsequent consecutive 12 months period) 5% of the Company’s net assets, according to the latest reports on the individual financial statements published by the Company. Based on the Audit Committees’ review, the Supervisory Board may decide whether or not to continue the execution of the respective transaction, considering also the contractual consequences in case it decides not to continue the transaction.

Any member of the Executive Board, the Supervisory Board or Audit Committee who has a personal interest in the transaction under discussion will abstain from expressing his / her view and, respectively, on voting on the approval of the respective Related Party Transaction, if the case.

Transactions in the ordinary course of business and under normal market conditions

Significant Related Party Transactions in the ordinary course of business and under normal market conditions are exempted from approval, disclosure and review by financial auditor.

In order to determine whether a significant Related Party Transaction qualifies as being concluded in the ordinary course of business and under normal market conditions, an assessment will be made based on criteria such as:

- (i) the object and / or scope of the transaction are consistent with the usual object and / or scope of similar transactions performed by OMV Petrom; for clarity, usual object and scope refers to goods (e.g. petroleum products, crude oil, gas, power, CO2 certificates, etc.), services or financing arrangements the Company regularly deals with for the purpose of its business and are taken in the normal day-to-day operations of the Company, in common commercial practice, or the transaction is necessary, normal and incidental to the Company’s business and in line with its strategic objectives;
- (ii) the transaction is not unusual considering the characteristics of the counterparty;
- (iii) the conditions of the transaction are equivalent to market or standard conditions, i.e. the conditions applied are those usually applied for transactions of corresponding nature, extent and risk.

Compliance with the above criteria should be properly documented. Internal processes are in place at the level of the Company to enable a proper classification of ordinary course of business and non-ordinary transactions considering the contractual arrangement and nature of the transaction, as well as definition herein above.

The Supervisory Board, through the Audit Committee will perform an annual evaluation of the significant Related Parties Transactions in the ordinary course of business and under normal market conditions by reference to the above criteria. Any other applicable exemptions provided by capital market legislation shall be also considered.

3.2 Disclosure of Related Party Transactions

As per current legislation in force, OMV Petrom publishes and submits to the Financial Supervisory Authority and to the Bucharest Stock Exchange ad-hoc reports on approved significant Related Party Transactions.

An overview of all Related Party Transactions representing purchases, sales of goods and services as well as receivable and payable balances with Related Parties are included in the annual report and in the annual

individual and consolidated financial statements according to capital market legislation requirements and IFRS requirements.

In addition, the result of the annual evaluation regarding significant Related Parties Transactions in the ordinary course of business and under normal market conditions will be included in the information contained in the Company's annual report.

3.3. Auditing of Related Party Transactions

Reports mentioned under 3.2 above (i.e. ad-hoc reports, annual report and annual financial statements) are reviewed by the independent financial auditor according to the relevant legislation in force.

In addition, arm's length principle compliance and market prices applied by the Company for the transactions with Related Parties are subject to periodical review of an independent specialized firm.

4. Transparent internal reporting

For the purpose of full transparency, an overview of all Related Parties Transactions of the Company including those in the ordinary course of business and under normal market conditions will be presented on periodical basis (not less than every 6 months) to the Executive Board, as well as to the Supervisory Board.

The transactions included in the periodical report performed with Related Parties that are outside of OMV Petrom Group will be reviewed by an independent specialized firm in relation to the observance of the arm's length principle.

In addition to the above reporting requirements, the Executive Board shall report to the Supervisory Board any transaction or agreement with a value exceeding EUR 5 million between the Company or one of its Group companies (meaning all entities consolidated within OMV Petrom Group financial statements) and OMV Aktiengesellschaft or any person or company related to OMV Aktiengesellschaft ("related entities" within the meaning of IAS 24, with the exception of Austrian fully consolidated subsidiaries of OMV Aktiengesellschaft and non-Austrian subsidiaries of OMV Aktiengesellschaft in which OMV Aktiengesellschaft holds a 100% interest), at least 10 days before the envisaged conclusion of the transaction or agreement. Transactions or agreements which are part of the ordinary course of business and which are concluded on terms and conditions customary in the industry and the market are excluded from this reporting requirement. Therefore, the Executive Board shall be informed well in advance (at least 15 days in advance) about any transactions/agreements out of the ordinary course of business exceeding, individually, EUR 5 million, that are to be entered by OMV Petrom or any of its Group companies (meaning all entities consolidated within OMV Petrom Group financial statements) with any person or company mentioned herein.

5. Approval and review of this Policy on Related Party Transactions

This policy may be amended by resolution of the Supervisory Board at any time.

This latest version of the policy is effective as of 16 September 2025 and was approved by the Supervisory Board on 16 September 2025.