

## Profile and Nomination Policy for the Supervisory Board of OMV Petrom

### 1. Purpose

This Policy outlines: (i) the guidelines for the profile of the Supervisory Board (the “**Supervisory Board**”) of OMV Petrom S.A. (the “**Company**”) and (ii) the principles and procedures for nominating and evaluating candidates for the positions of members of the Supervisory Board.

The Policy is designed to:

- ensure that the Supervisory Board is composed in such a manner that its members collectively possess the necessary diverse characteristics, skills and expertise to effectively perform their duties and responsibilities and oversee the Company in achieving its strategic objectives - specific goals with respect to the Supervisory Board's composition have been put together in a qualification matrix template included hereunder; and
- guide future nomination and selection processes, aiming to ensure compliance with legislation and governance standards and a fair, transparent, and efficient selection process for the members of the Supervisory Board.

### 2. Composition and tenure of Supervisory Board members

The Supervisory Board shall consist of nine non-executive members, appointed by the General Meeting of Shareholders for a four-year mandate, as stipulated in the Company's Articles of Association.

### 3. Independence of Supervisory Board members

At least one third of the members of the Supervisory Board shall be independent as per the criteria listed hereto in Appendix 1, in line with the Companies' Law 31/1990 and the additional criteria under Appendix A of the applicable Bucharest Stock Exchange Corporate Governance Code (the “**BVB CG Code**”). Based on such criteria, each independent member of the Supervisory Board shall submit a declaration regarding his/her independence at the time of nomination for election or re-election, as well as when any change in such status arises.

The independence of each member shall be evaluated annually by the Company's Nomination and Remuneration Committee (the “**NRC**”) and any changes in status shall be publicly disclosed.

### 4. Diversity in the composition of the Supervisory Board

This Policy promotes a diverse and balanced composition of the Supervisory Board to an extent that allows a variety of views enriching the decision-making process. Diverse skills, experiences, and perspectives foster an environment that encourages independent thinking and constructive discussion.

The Supervisory Board shall strive for diversity in terms of gender, age, race, ethnicity, cultural diversity, geographical provenance and international education and experience, as well as professional background, aiming to meet the following diversity objectives:

- following the same principles as set out in the OMV Petrom Sustainability Framework **equal opportunity between genders** shall be promoted; for this purpose, the Supervisory Board members' selection criteria set out in this Policy shall be applied non-discriminatorily throughout the entire selection process and at least 40% of the Supervisory Board members or at least 33% of the total members of the Supervisory Board and Executive Board of the Company shall be the under-represented sex;
- the Supervisory Board shall comprise several members that possess **international experience**, especially in the countries and sectors in which the Company and its group do or will do business. This experience is crucial for understanding global market dynamics and fostering international growth;

- Supervisory Board members shall possess **academic training** and **career history** that allow them to understand the Company's business, structure and markets, and that they fit within the OMV Petrom culture;
- the Supervisory Board shall aim to include members from **different age** groups, to bring varied perspectives and experiences to the Company's operations; and
- the composition of the Supervisory Board shall ensure a diverse **range of professional profiles** that complement each other, as further detailed in this Policy.

## 5. Skills and Expertise for the Supervisory Board members

The composition of the Supervisory Board should reflect varied profiles, ensuring a balance of technical expertise, industry knowledge, and leadership experience, to ensure that the Company's three strategic pillars — transition to low/zero carbon operations, regional gas development, and optimising traditional activities — are advanced.

When candidates for the Supervisory Board members are selected, care shall be taken with regard to the personality, integrity, no conflicts of interest, commitment (including by giving consideration to the number of external positions held to ensure that the time commitment required does not compromise the commitment to the Company), gender equality and professionalism of the individuals proposed for election.

In order to ensure at the Supervisory Board the knowhow and experience considered essential in view of the Company's activities, the following fields of expertise shall be covered:

### 5.1 Industry knowledge, including:

- the majority of the members of the Supervisory Board shall have extensive experience covering, in aggregate:
  - the oil and gas industry, including exploration, production, refining, processing, including understanding of the technical processes and familiarity with the engineering principles and technologies used in the industry for oil and gas operations. This includes advancements in onshore and offshore oil and gas exploration, including advancements in drilling techniques, reservoir management, extraction methods and gas processing technologies. Additionally, the Supervisory Board shall have familiarity with the gas value chain, from upstream supply to downstream commercialization, as well as understanding of the gas-fired power generation; and
  - the energy sector, including renewable energy sources and the transition to low-carbon energy solutions; the members should evidence a broad understanding of the entire energy landscape and the interplay between different energy sources.
  - Leading or supervising major capital projects in the industries described above, including demonstrating a good understanding of capital allocation

### 5.2 Financial, Accounting, Audit / Risk Management / Technology, digital and innovation, including:

- at least one member of the Supervisory Board shall have
  - proficiency in accounting and/or financial statement audits;

For the purpose of certifying competencies, at least one member of the Supervisory Board must be authorized as a financial auditor and registered in the public electronic register by the competent authority in Romania, another EU member state, the European Economic Area, or Switzerland. Alternatively, the member must have at least three years of experience in statutory audit, gained through participation in statutory audit engagements, proven by supporting documents.

- knowledge in risk management (including market and financial risks, operational risks and strategic risks) and internal control systems;
- expertise in new technologies, digital transformation, and cybersecurity; including understanding emerging information technology and artificial intelligence-related changes so as to mitigate cybersecurity risks;
- understanding of financial matters, enabling interpretation of financial information and effective contribution to strategic decision-making;

For the purpose of certifying competencies, relevant experience may have been gained through, for example: (i) serving as Chief Financial Officer (CFO), finance director, controller, treasurer, or similar senior finance role; (ii) responsibility for preparing, approving, or analysing financial statements and management reports; (iii) direct involvement in the design, oversight, or evaluation of internal control and risk management systems; (iv) significant engagement with external and internal auditors; (v) leading or supervising digital transformation initiatives, shaping and executing strategies involving technology, innovation, or risk management, directing complex, large-scale projects with significant technological components, or guiding the organisation's adaptation to evolving digital trends and external disruptions and/or (vi) active participation as a member or chair of an audit committee or equivalent body with oversight of financial reporting, audit, and risk functions.

5.3 Business growth, including:

- at least one member of the Supervisory Board shall have expertise in identifying and implementing growth strategies, such as market expansion, product diversification, mergers and acquisitions, and strategic partnerships.

5.4 Leadership Experience, including:

- at least one member of the Supervisory Board shall have proven leadership experience and team building and talent development expertise as a member of an executive board, ideally as a CEO;
- at least one member shall have prior membership of a supervisory board (in two tier systems) or of a board of directors (in one tier systems) of a large company;
- at least one member shall have demonstrated experience in engaging with state government officials, agencies, and regulatory bodies and advocating for policy changes or initiatives at the state level.

5.5 Human Resources (HR), including:

- at least one member of the Supervisory Board shall have specific knowledge in the subject area of human resources, covering talent acquisition and retention, succession planning, designing and overseeing training and development programs, implementing initiatives that boost employee engagement, satisfaction, and productivity, expertise in designing comprehensive benefits programs, skills for managing employee conflicts and change management;

For the purpose of certifying competencies, relevant experience may include senior executive roles (such as CEO, General Manager, or equivalent) where the individual can prove it had substantial involvement in the relevant activities.

5.6 Law and regulatory knowledge, including:

- at least one member of the Supervisory Board should have knowledge in the areas of law and compliance;

- at least one member should have specific knowledge of the functioning of the capital and financial markets;

For the purpose of certifying competencies, relevant experience may have been gained through: (i) service as a lawyer or legal professional; (ii) senior executive responsibilities involving corporate governance, regulatory engagement, compliance oversight, or risk management; (iii) board or committee roles with responsibility for legal and regulatory matters; or (iv) significant involvement in transactions, authorisation processes, or other activities subject to regulatory supervision.

#### 5.7 Sustainability and ESG, including:

- experience, skills or demonstrated commitment to support the achievement of the Company's goal for a low-carbon future and expansion of renewable energy sources, as set out in the Company's 2030 Strategy;
- given such goal, as well as the applicable non-financial reporting requirements, at least one member should have specific knowledge in the field of sustainable corporate governance and environmental, social, and governance (ESG) principles, including sustainability reporting, with a focus on expertise in low/zero-carbon transition, reflecting the Company's ambition to be a leader in the energy transition in South-East Europe.

#### 5.8 Sales and customer business, including:

- at least one member of the Supervisory Board shall have expertise in understanding of market trends and customer needs, revenue generation, customer relationship management, negotiation and communication, strategic planning and performance metrics;

For the purpose of certifying competencies, relevant experience may include, among others, analysing market trends and customer needs to inform strategic decision-making, designing, implementing, or overseeing sales or business development strategies, managing or supervising customer relationship management and key account initiatives; leading or participating in major commercial negotiations; defining and monitoring performance indicators related to growth, revenue generation, or client retention.

### **6. Supervisory Board Qualification Matrix and periodical review**

The implementation status of the profile of required qualification criteria, skills and expertise of the Supervisory Board members will take the form of a qualification matrix based on the template attached hereto as Appendix 2.

NRC shall ensure that the qualification matrix is being completed (either internally or through external support), based on curricula vitae, professional experience, education, self-assessments, questionnaires, and interviews, as well as the NRC's evaluation. A board member may be considered as possessing relevant expertise in a given area of expertise where he/she meets most of the sub-criteria listed thereunder or demonstrates equivalent practical experience, as further detailed in a Matrix scoring methodology approved by the Supervisory Board. It is not expected that each Supervisory Board member will meet all areas of expertise.

The qualification matrix shall be updated annually, if necessary.

### **7. NRC Role in the nomination process for the Supervisory Board members**

Without prejudice to the statutory shareholders rights, the Supervisory Board, through its consultative NRC, shall be responsible for initiating, guiding and coordinating the suitability and nomination process as regards the members of the Supervisory Board.

The current composition of the NRC is disclosed on the Company's website ([www.omvpetrom.com](http://www.omvpetrom.com)).

For the performance of its activity, NRC may use internal resources (e.g. the legal department) or external independent professionals hired to undertake search work and/or provide expert opinions about the candidates for the position of members of the Supervisory Board.

## 8. Proposal of candidates

Candidates for the position of member in the Supervisory Board can be proposed by (i) any of the Supervisory Board existing members or by (ii) any shareholder of the Company, regardless of its shareholding quota. Proposed individuals should be suitable according to the eligibility, competence and diversity criteria set out in the applicable regulatory framework, this Policy, as well as to the Supervisory Board's composition needs at that time.

When a General Meeting of Shareholders is convened having on its agenda the appointment of Supervisory Board members (the “GMS”), the Company will prepare and publish the following documents to be used in the process of proposing candidates (the “**Candidates’ Proposal Forms**”):

- i. a template form for each candidate's information notice for *personal data processing*;
- ii. a template form for the questionnaire and the related statement to be issued by the candidate certifying that he/she meets or does not meet the applicable *independence* criteria; and
- iii. a template form for the questionnaire and the related statement to be issued by the candidate as regards any existing or potential *conflicts of interest*, including whether he/she has business, family or other relationships that could affect his/her performance as members of the Supervisory Board.

Proposal for candidates will be made by delivering a written notice to the Company within the deadline and following the process set out in the relevant GMS convening notice / supplemented convening notice, as applicable, and accompanied by the documents mentioned thereunder, which will include at least:

- i. CVs including name, domicile and professional qualifications and expertise of the proposed candidate, as well as current professional commitments, executive and non-executive positions in other organizations;
- ii. the Candidate's Proposal Forms filled in with the required information and signed by the candidate; and
- iii. copy of the candidate's valid identification documents (identity card/passport).

Within the timeline mentioned in the relevant GMS convening notice / supplemented convening notice, as applicable, the NRC will prepare and update, and the Company will publish on its website, as part of the GMS documentation, a preliminary list of candidates. The list will also include: (i) the name of the candidate, (ii) the domicile, professional qualifications and expertise, including current professional commitments, executive and non-executive positions in other organizations; (iii) the shareholder and/or Supervisory Board member proposing such candidate; (iv) information on the independence status of each candidate, if the case; and (v) any existing or potential conflicts of interest, if the case.

The final list of candidates will be published within the term set under the relevant GMS convening notice / supplemented convening notice, as applicable, and will be reflected in the updated voting bulletins by correspondence and updated special powers of attorney.

## 9. Evaluation of candidates

Every proposed candidate will undergo an evaluation led by the NRC in accordance with this Policy, including as regards sufficient time commitment, knowledge, skills and experience, reputation, honesty and integrity and, if the case, independence.

NRC shall assess the *independency* of the candidates for the position as Supervisory Board member by considering their personal evaluation and by examining whether there are any business or other personal relationships that could materially affect the independence and objectivity of the candidates

and their ability to act in the best interests of the Company, its shareholders and stakeholders. Same assessment is to be performed by NRC also when a Supervisory Board member becomes independent due to some changes of circumstances brought to the attention of the Supervisory Board as soon as practicable once such changes occur.

As part of the assessment of the *suitability* of an individual candidate, the NRC can, where necessary, require the candidate to deliver proof that the information provided to the Company is true. The NRC may also seek to gather information on the candidate's suitability and correctness of the provided information, through various channels and instruments (e.g. diplomas and certificates, recommendation letters, curricula vitae, interviews, questionnaires, public records).

In compliance with the applicable *gender equality* rules, when there are candidates equally qualified in terms of suitability, competencies, and professional achievements, the NRC shall generally give priority to the candidate belonging to the underrepresented sex.

The *results* of the NRC evaluation of candidates shall be approved by the Supervisory Board and presented to the shareholders, for their informed decision, as observations to be included in the final list of candidates published within the term set under the relevant GMS convening notice / supplemented convening notice, as applicable, term which may be after the publication of the final list of candidates and of the updated voting bulletins by correspondence and updated special powers of attorney. If a candidate is found unfit, he / she will not be eliminated by the NRC from the list as all candidates have to be voted on by the shareholders.

At the request of a candidate who was assessed by the NRC as unfit, the Company will provide the candidate with information on (i) the criteria upon which the assessment was based; (ii) the comparative assessment of the candidates under those criteria; (iii) where relevant and if applicable, the specific considerations exceptionally tilting the balance in favour of a candidate who is not of the underrepresented sex.

This Policy is approved by the Supervisory Board of OMV Petrom S.A. and shall be effective as of 18 November 2025.



## **APPENDIX 1**

### **Criteria for assessing the independence of a member of the Supervisory Board**

A member of the Supervisory Board shall:

- a) not to be an executive manager of the Company or of a company controlled by it and not have been in such position in the previous (5) five years.
- b) not to be an employee of the Company or of a company controlled by it or not have been in such position in the previous five (5) years.
- c) not to receive or have received from the Company or from a company controlled by it additional remuneration or other advantages, apart from those corresponding to the quality of non-executive director.
- d) not to be a significant shareholder of the Company or to represent or have represented in any way a significant shareholder of the Company during the previous year. Same will apply for a controlling shareholder of the significant shareholder of the Company.
- e) not to have or have had in the previous year business relations with the company or with a company controlled by it, either directly or as a partner, shareholder, director, executive manager or employee of a company having such relations with the company, if, by their substantial character, they are likely to affect his/her objectivity.
- f) not to be or have been in the last three (3) years, partner or employee of the current or former external auditor of the Company or a company controlled by it.
- g) not to be executive manager in another company in which an executive manager of the Company is a non-executive director.
- h) not to have been a non-executive director of the Company for more than 3 mandates, but in no circumstances more than 12 years;
- i) not to have family relations with a person in one of the situations referred to in letters a) and d), and
- j) not to have family relations with a person who:
  - is or has been in the last five (5) years non-executive Board director or employee of the Company.
  - has or has had within the last year a significant business relationship with the Company, either directly or as a partner, shareholder, director or employee of an entity having such a relationship.
  - is or has been in the last three (3) years external auditor (or employee of the external auditor) of the Company.
  - is member of executive management in a company where the Company's executives serve as board directors.

For purposes of this Appendix 1: (i) "significant shareholder" is the shareholder (or group of shareholders) which controls more than 10% of the voting rights of the Company; and (ii) the term "controlled" is understood as "controlled undertaking" according to Law 24/2017, Article 2, par (1).

## APPENDIX 2

### Template of the Supervisory Board Qualification Matrix

| Member Name | Gender | Age | Manageable number of board mandates | International Experience | Independence | Industry Knowledge | Financial, accounting, audit / Risk Management / Technology, digital and innovation | Business Growth | Leadership experience | Human Resources | Law and regulatory Knowledge | Sustainability and ESG | Sales and customer business |
|-------------|--------|-----|-------------------------------------|--------------------------|--------------|--------------------|---|-----------------|-----------------------|-----------------|------------------------------|------------------------|-----------------------------|
| Member 1    |        |     |                                     |                          | ✓            |                    |   |                 |                       |                 |                              |                        |                             |
| Member 2    |        |     |                                     |                          |              |                    |   |                 |                       |                 |                              |                        |                             |
| Member 3    |        |     |                                     |                          |              |                    |   |                 |                       |                 |                              |                        |                             |
| Member 4    |        |     |                                     |                          |              |                    |   |                 |                       |                 |                              |                        |                             |
| Member 5    |        |     |                                     |                          |              |                    |   |                 |                       |                 |                              |                        |                             |
| Member 6    |        |     |                                     |                          |              |                    |   |                 |                       |                 |                              |                        |                             |
| Member 7    |        |     |                                     |                          |              |                    |   |                 |                       |                 |                              |                        |                             |



| Member Name | Gender | Age | Manageable number of board mandates | International Experience | Independence | Industry Knowledge | Financial, accounting, audit / Risk Management / Technology, digital and innovation | Business Growth | Leadership experience | Human Resources | Law and regulatory Knowledge | Sustainability and ESG | Sales and customer business |
|-------------|--------|-----|-------------------------------------|--------------------------|--------------|--------------------|---|-----------------|-----------------------|-----------------|------------------------------|------------------------|-----------------------------|
| Member 8    |        |     |                                     |                          |              |                    |   |                 |                       |                 |                              |                        |                             |
| Member 9    |        |     |                                     |                          |              |                    |   |                 |                       |                 |                              |                        |                             |