

Profile and Nomination Policy for the Executive Board of OMV Petrom

1. Purpose

This Policy outlines

- (i) the guidelines for the profile and nomination of the Executive Board (the “**Executive Board**”) of OMV Petrom S.A. (the “**Company**”), the corporate body that manages the day-to-day business of the Company and its Group;
- (ii) the principles, responsibilities, and procedures for identification, evaluation, and nomination of candidates for appointment (permanent) to the Executive Board, in order to ensure orderly leadership continuity, succession planning and a high-performing executive team aligned with the Company’s strategy and values; and
- (iii) the diversity requirements in terms of gender, age, experiences and skills for the Company’s Executive Board.

2. Role of the Supervisory Board and of the NRC

The Supervisory Board determines the structure and the number of positions in the Executive Board and appoints and revokes its members. The number of Executive Board members shall not be lower than three, nor higher than seven. The mandate of the Executive Board members is granted for a four (4) year term.

The Supervisory Board, with the support of the Nomination and Remuneration Committee (“**NRC**”), shall ensure that the Executive Board comprises of individuals with the appropriate knowledge, skills, diversity, and experience to support the Company’s long-term performance and resilience.

In its support to the Supervisory Board, the NRC ensures that mechanisms are in place for the orderly succession of executive leadership and shall annually evaluate the performance of the Executive Board, including its collaboration with the Supervisory Board.

3. Composition of the Executive Board composition, tenure and obligations

Each Executive Board member must: (i) conduct his / her activities with integrity, transparency, and objectivity; (ii) exercise the mandate with the prudence and diligence of a good administrator, with loyalty, acting in the Company’s interest, refraining from disclosing confidential information and commercial secrets; (iii) notify the other managers and the auditors or internal auditors about having interests in a certain operation, directly or indirectly, contrary to the interests of the Company, and not take part in any deliberation regarding the respective operation; (iv) disclose material personal interests in Company transactions or other conflicts of interest to the Supervisory Board, immediately and report them to the Executive Board; and (v) ask for approval from the Supervisory Board Acceptance for other professional commitments outside the OMV Petrom Group.

4. Diversity in the composition of the Executive Board

The Company promotes a diverse and balanced composition of the Executive Board as a fundamental element of effective governance and sustainable business performance. The Company seeks to ensure that the Executive Board reflects a broad range of perspectives, backgrounds, and experiences, which together contribute to well-informed and balanced decision-making.

In particular, the Company shall apply non-discriminatory selection criteria and promote equal opportunity between genders, by ensuring that members of the underrepresented gender represent either at least 40% of the members of the Supervisory Board or at least 33% of the combined members of the Supervisory and Executive Boards.

At the same time, the Executive Board shall aim to include members from different age groups, to bring varied perspectives and experiences to the Company’s operations.

5. Skills and Expertise of the Executive Board members

The composition of the Executive Board shall collectively reflect a balanced and complementary set of skills, industry expertise, and leadership capabilities aligned with OMV Petrom's strategic priorities and operational complexity. The Executive Board shall be composed of individuals who generally demonstrate strong leadership qualities, a growth mindset, value-creation capabilities, teamwork orientation, agility, integrity, and a hands-on, results-driven approach, as well as the ability to deliver the OMV Petrom strategy. In particular, the following areas of expertise are considered essential:

5.1. Financial literacy

- all the members of the Executive Board should possess an appropriate level of financial literacy, including the ability to read and interpret financial statements, understand the financial implications of strategic and operational decisions, and contribute effectively to the organisation's financial oversight and performance;

5.2. Industry Knowledge:

- the majority of the members of the Executive Board shall have extensive experience covering:
 - 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. The Executive Board shall have familiarity with the gas value chain, from upstream supply to downstream commercialization, as well as understanding the gas-fired power generation;
 - 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; and
 - Managing major capital projects (> 500 MEUR) in the industries described above, including demonstrating a good understanding of capital allocation

5.3. Business Transformation

- the majority of the members of the Executive Board shall have experience covering:
 - track record of managing large-scale organizational transformations, embedding performance-led cultures, and driving operational excellence.
 - experience in reshaping portfolios and optimizing legacy assets to ensure sustained competitiveness.
 - identifying and implementing growth strategies, such as market expansion, product diversification, mergers and acquisitions, and strategic partnerships.

5.4. Operational Safety and Risk Oversight

- the majority of the members of the Executive Board shall have experience covering:
 - expertise in overseeing compliance with industrial safety standards and promote a strong safety culture across global operations.
 - ability to evaluate process safety risks and incident reports to ensure effective mitigation and accountability.
 - track record of integrating health, safety, security, and environmental (HSSE) principles into strategic decision-making and project planning.

5.5. Leadership and Culture

- the majority of the members of the Executive Board shall have experience covering:
 - successful track record of contributing to the strategic leadership and decision making for an entire company in addition to leading different functions within integrated energy companies

- proven ability to transform / shape high-performance, collaborative cultures and built a best-in-class top team.
- proven leadership experience and team building and talent development expertise, ideally as a member of an executive board

5.6. Stakeholder Management

- the majority of the members of the Executive Board shall have experience covering:
 - proven ability to manage multiple stakeholder and partnerships with contractors, JV partners and institutional investors.
 - experience in building and leveraging an influential external network.
 - 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.

5.7. Technology, Innovation, and ESG

- the majority of the members of the Executive Board shall have experience covering:
 - demonstrated experience in carbon reduction initiatives and sustainability leadership aligned with ESG frameworks.
 - deep understanding of digital transformation, cybersecurity, and emerging technologies with a focus on AI-related opportunities.

5.8. Financial and Strategic Leadership

- at least one member of the Executive Board shall have extensive experience covering, in aggregate:
 - sound and robust strategic and operational financial leadership to enable decision making, strategic planning for sustained business growth and profitability.
 - sound exposure to mergers and acquisitions, transactions, implementation, and integration.
 - optimization including investment cases, tax strategies, cash flow and new business partnerships.
 - deep expertise in leading procurement to extract optimum value from contractors and suppliers.
 - deep understanding of capital project finance and capital allocation experience.
 - ideally experience of leading IT/Data Security.
 - has built a world class finance function.
 - proficiency in accounting and/or financial statement audits;
 - knowledge in risk management (including market and financial risks, operational risks and strategic risks) and internal control systems.

5.9. Exploration and Production Leadership

- at least one member of the Executive Board shall have extensive experience covering, in aggregate:
 - Demonstrable leadership experience in mature/traditional E&P asset optimization and offshore expertise with proven track record of operational excellence and commercial performance.
 - Experience in subsurface, exploration, drilling and production optimization

- track record of cost optimization and transforming productivity to create sustained competitiveness and performance against external benchmarks.
- skilled in managing contractors and outsourcing partners a leader with strong commercial acumen.
- Experienced in the shaping and delivery of complex major capital programs and deep expertise in project management.

5.10. Refining and Marketing Leadership

- at least one member of the Executive Board shall have extensive experience covering, in aggregate:
 - deep understanding of refining markets.
 - deep expertise in mobility/retail growth levers across a broad range of petroleum products.
 - strong track record of operational leadership of downstream portfolios.
 - extensive experience of developing customer propositions.
 - strong commercial skills with demonstrable B2C reach (brand management, scaling) to drive market expansion via implementing renewable fuels to customer base.
 - strong track record of driving sustainable growth across downstream operations.

5.11. Gas & Power Leadership

- at least one member of the Executive Board shall have extensive experience covering, in aggregate:
 - preferably international experience in gas&power markets, including trading.
 - Strong track record of shaping and delivering renewable power projects (solar expansion and wind, BESS).
 - track record of reshaping and growing a gas to power portfolio, commercially adept, experience in leveraging new partners for profit and managing and fostering partnerships for JV's, Private Equity and infrastructure funds.
 - has established new business models, maximizes profitability of existing assets and builds the organization in this vertical.
 - Experience in the shaping and delivery of major capital programs and expertise in successful project execution of renewable projects.

5.12. Capability to deliver strategy

- the majority of the members of the Executive Board can demonstrate the capability to execute and monitor the Company's strategy, including:
 - demonstrate an understanding of the Company's strategic priorities and contribute meaningfully to strategic discussions;
 - ability to translate the Company's purpose, business model and market position into a coherent strategy; and
 - show capacity for delivering on strategy through clear operational objectives and performance indicators.

6. Nomination and selection of candidates for the Executive Board

6.1. Nomination Principles

The nomination process for candidates to the Executive Board shall be fair, transparent, and aligned with the Company's strategic needs. Candidates shall meet the eligibility, competence, and diversity

criteria set out in this Policy and applicable legislation and shall be selected on the basis of a comparative assessment of the qualifications of each candidate. For that purpose, the criteria hereunder shall be applied in a non-discriminatory manner throughout the entire selection process, including during the preparation of vacancy notices, the pre-selection phase, the shortlisting phase and the establishment of selection pools of candidates. For the avoidance of doubt, in case of a re-appointment of an existing Executive Board member, the same criteria will apply, with a focus on both proven competence and performance in the prior term.

6.2. Nomination Process

The Supervisory Board, acting through its NRC, is responsible for overseeing and managing the nomination process for members of the Executive Board members.

6.2.1. Initiation of the nomination process

The nomination process shall be initiated whenever a vacancy arises in any Executive Board position, including but not limited to cases of:

- resignation or removal of a current member,
- expansion of the Executive Board,
- structural or strategic realignment, or
- succession planning and leadership transitions identified by the Supervisory Board.

6.2.2. Defining the Selection Process and Position Profile

Following initiation, the NRC shall:

- approve or update the profile for the vacant Executive Board position ("**Position Profile**").
- determine the steps, stages, and/or timeline of the selection process.

To ensure an objective and robust process, the NRC may:

- appoint external professionals or an executive search firm to assist in, mapping the market, and supporting the selection process; or
- engage other internal resources or external professionals as it considers necessary to support candidate identification, screening, and evaluation.

Documentation to be submitted by candidates for Executive Board positions and any specific requirements could be defined in consultation with the NRC's internal and external advisers.

6.2.3. Sourcing of candidates

Candidates may be proposed by members of the Supervisory Board or identified by a selected executive search firm.

If an executive search firm is engaged:

- All candidates, regardless of source, shall be assessed under the same process and criteria to ensure consistency and fairness.
- The search process shall be conducted in accordance with the instructions agreed upon with the NRC.

The NRC ensures that the sourcing process promotes diversity, meritocracy, and equal opportunity, consistent with the Company's values and governance principles.

6.2.4. Screening and shortlisting of candidates

All candidates (whether identified internally, proposed by the Supervisory Board, or sourced externally) shall undergo an assessment process in line with applicable law and this guideline coordinated by the NRC.

After completion of the evaluation, the NRC shall:

- identify and shortlist the most qualified candidates, based on objective and documented criteria.
- prepare a report summarizing findings, assessments, and recommendations.

Only those candidates vetted and shortlisted by the NRC shall be submitted to the Supervisory Board for final consideration and appointment.

Each proposed candidate will be evaluated in accordance with this Policy, taking into consideration their professional qualifications, experience, reputation, integrity, adherence to ethical standards, availability, time commitment, ability to fulfil fiduciary duties, and any disclosures related to independence and potential conflicts of interest.

The NRC may request supporting documentation, conduct independent background verification and check candidates for legal compliance, or commission psychometric or leadership assessments, as needed.

6.2.5. Appointment

Based on the NRC's recommendation:

- The Supervisory Board shall conduct its own final assessment of the shortlisted candidates.

The NRC shall provide the Supervisory Board with a minimum level of information in relation to each selection process, which shall include at least: (i) a summary table for all shortlisted candidates reflecting the outcome of the assessment; (ii) independence and conflict of interest status; (iii) rationale for the exclusion of candidates who were considered but not shortlisted.

- Following deliberation, the Supervisory Board shall approve the appointment of the selected candidate(s) as members of the Executive Board.

7. Effective Date

This Policy is approved by the Supervisory Board of OMV Petrom S.A. and shall be effective as of 19 December 2025.