

**REMUNERATION
REPORT FOR 2025
OMV PETROM S.A.**

Letter to the Shareholders

I am pleased to present OMV Petrom's Remuneration Report for the 2025 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 2025, OMV Petrom made notable progress aligned with its Strategy 2030, underlining its commitment to the energy transition and regional growth. The Neptun Deep project is on track and progressing well for first gas in 2027. To further explore the potential of the Black Sea, exploration drilling started in December in the Han Asparuh block in Bulgaria. On renewable power, OMV Petrom has now built a substantial portfolio of projects, targeting more than 2.5 GW of solar and wind capacity installed by 2030. Construction for the SAF/HVO production unit in Petrobrazi Refinery are underway, aiming to support the decarbonization of transportation. As of May 2025, OMV Petrom now operates Romania's largest electric charging hub, for all types of vehicles, including heavy transportation. In parallel, the company continued to optimize its traditional business, focusing on value over volume and operational excellence in all business segments.

Despite a lower crude price environment, OMV Petrom's performance reflects the strength of business integration, benefiting from higher refining margins. Moreover, continued investments (i.e. capital expenditure) reached a record figure of more than RON 7.8 billion for 2025. For shareholders, total dividends of RON 4 billion were paid in 2025. The market also recognized the company's performance and strategic progress in 2025, by virtue of a 40 percent increase in our share price over the year, leading to a total shareholder return of 49 percent.

OMV Petrom remains focused on maintaining ongoing engagement with its shareholders through dedicated webcasts, roadshows and meetings, to collect their feedback and adapt to their expectations while driving sustainable growth and value creation.

The 2025 Remuneration Report is based on the Remuneration Policy that was approved in April 2025. The Policy follows 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 2025 financial year, both Executive Board's and Supervisory Board's remuneration remains in full accordance with OMV Petrom's Remuneration Policy.

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, Cristian, 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.

Berislav Gaso

President of the Nomination and Remuneration Committee

[Revision of the Remuneration Policy in the 2025 financial year](#)

The Remuneration Policy for the Executive Board and the Supervisory Board of OMV Petrom, applicable in 2025 was approved by the annual Ordinary General Meeting of Shareholders (“**OGMS**”) held on April 24, 2025, while a revised version, effective starting 2026, was approved by the OGMS on October 23, 2025. The revisions of the Remuneration Policy in the 2025 financial year were based on current market practice, relevant legal requirements, as well as the recommendations of the new Bucharest Stock Exchange Corporate Governance Code (“**BVB Code**”) effective as of January 1, 2025, and took into account the Articles of Association, internal regulations for the corporate bodies as well as other relevant guidelines, which provide the framework for OMV Petrom’s corporate governance. In this regard, the Nomination and Remuneration Committee is responsible for overseeing the administration of the remuneration and benefits plans of the Executive Board and Supervisory Board.

The revised Remuneration Policy that was approved by the OGMS in April 2025 with a majority of 75.5% of the valid casted votes and 70.1% of the share capital in accordance with Article 106 of Law no. 24/2017 on issuers of financial instruments and market operations (“**Remuneration Policy**”, “**Policy**” or “**2025 Remuneration Policy**”), focused on the Supervisory Board remuneration. In particular, the additional remuneration per meeting of the committees was replaced by an annual fixed remuneration. However, the provisions regarding Executive Board remuneration remained unchanged.

The adjustments to the Supervisory Board remuneration were applied starting the 2025 financial year and thus are presented for the first time in this 2025 Remuneration Report.

The 2025 Remuneration Policy can be downloaded [here](#).

At the OGMS in October 2025, the adjustments to the Remuneration Policy focused on the Executive Board remuneration (“**2026 Remuneration Policy**”). The 2026 Remuneration Policy is based on the principle that the remuneration for the Executive Board members should be closely linked to both financial and non-financial performance on an OMV Petrom level and OMV Petrom shares to further strengthen the link between pay and performance in line with shareholders’ interests. The principles regarding the Supervisory Board remuneration remain unchanged, except for a clarification on Directors’ and Officer (D&O) insurance and benefits in kind. In accordance with Article 106 of Law no. 24/2017 on issuers of financial instruments and market operations, the 2026 Remuneration Policy was approved at the OGMS in October 2025 with a majority of 97.8% of the valid casted votes and 89.9% of the share capital. It can be downloaded [here](#). However, these adjustments are applicable starting 2026 financial year and thus will be presented for the first time in the 2026 Remuneration Report.

[Voting results of the 2024 Remuneration Report](#)

In accordance with Article 107 of Law no. 24/2017, the Remuneration Report for the 2024 financial year was submitted to the OGMS held on April 24, 2025, for a consultative vote and was approved by a majority of 99.8% of the valid casted votes and 92.1% of the share capital. We value the feedback received from our investors to date which prompted us to maintain the detailed disclosure and transparency of the Executive Board’s and Supervisory Board’s remuneration in the 2025 Remuneration Report, which is in line with legal requirements and investor expectations.

[Executive Board’s remuneration](#)

[Main features of the 2025 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 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 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 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 multiplier. The multiplier is based on the achievement of financial KPIs. | The 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 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.

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

Executive Board's remuneration for the 2025 financial year

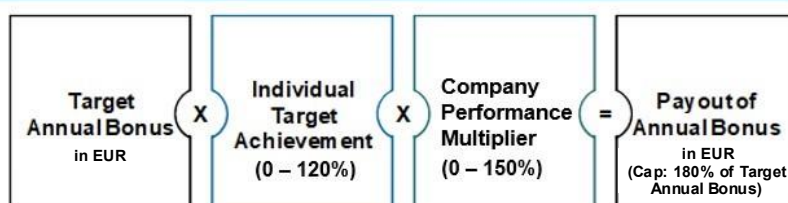
The remuneration elements summarized in this report are in line with the 2025 Remuneration Policy and there were no deviations from the procedure for the implementation of the Remuneration Policy in the 2025 financial year.

The following is a detailed description of the remuneration elements as applied in the 2025 financial year.

Details on the 2025 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% Company Performance Multiplier) of the Target Annual Bonus.

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 – 2025 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 3,847 mn | EUR 3,797 mn | EUR 3,747 mn | EUR 3,690 mn | 50% | 60.0% |
| HSSE: Total Recordable Injury Rate | 1.9 | 1.3 | 1.2 | 1.38 | 10% | 8.7% |
| HSSE: No work related fatalities | > zero work related fatalities | zero work related fatalities | - | > zero work related fatalities | 10% | 0.0% |
| HSSE: Process Safety Event Rate (Tier 1 & 2) | 0.28 | 0.22 | 0.20 | 0.30 | 10% | 0.0% |
| Net absolute GHG Scope 1 & 2 emissions | -1.8 mn t | -3.1 mn t | -3.7 mn t | -3.9 mn t | 20% | 24.0% |
| Actual target achievement | | | | | | 92.66% |

¹ The target achievement is rounded. 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 goals 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 107.8%.

The Company Performance Multiplier takes into account OMV Petrom's performance with 70% and OMV AG'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 148%:

Company Performance Multiplier – 2025 Annual Bonus

| Performance criteria | Target (100% target achievement) | Maximum (150% target achievement) | Actual Value | Weighting | Target achievement ³ |
|--|-------------------------------------|--------------------------------------|--------------|-----------|---------------------------------|
| OMV Petrom Reported Net Income ¹ | EUR 809 mn | EUR 930 mn | EUR 854 mn | 7% | 8.3% |
| OMV Petrom Free Cash Flow before dividends ² | EUR -130 mn | EUR -70 mn | EUR 516 mn | 35% | 52.5% |
| OMV Petrom Clean CCS ROACE ¹ | 11.7% | 13.4% | 14.8% | 28% | 42.0% |
| OMV AG Reported Net Income ¹ | EUR 1,323 mn | EUR 1,521 mn | EUR 1,626 mn | 3% | 4.5% |
| OMV AG Free Cash Flow before dividends ² | EUR 593 mn | EUR 682 mn | EUR 1,588 mn | 15% | 22.5% |
| OMV AG Clean CCS ROACE ¹ | 5.5% | 6.3% | 8.2% | 12% | 18.0% |
| Actual target achievement | | | | | 148% |

¹ The following adjustments of the Reported Net Income and Clean CCS ROACE were done in accordance with the predefined NRC 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.

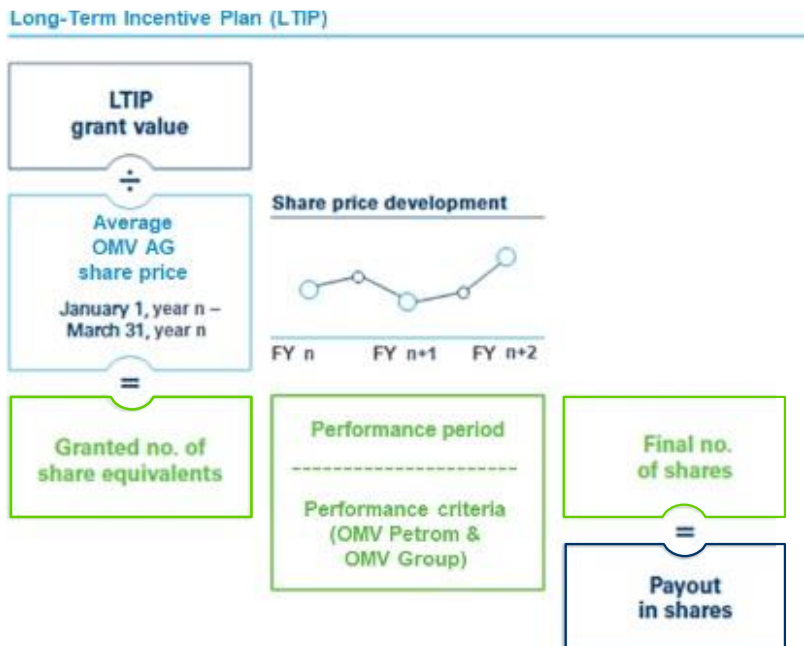
² The following adjustments of the Free Cash Flow before dividends were done in accordance with the predefined NRC resp. Remuneration Committee framework: Exclusion of the impact of approved inorganic activities, net working capital effects from gas storage activities, impact of the EU solidarity contribution, price caps imposed by governmental regulatory authorities and other unforeseen temporary regulatory changes.

³ The target achievement is rounded.

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 2025 financial year, the overall target achievements for the Executive Board members range from 132.2% to 148.3%.

Long-Term Incentive Plan

The Long-Term Incentive Plan (LTIP) is a long-term remuneration instrument for members of the Executive Board 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 a calculation basis.

Both the LTIP due in the 2025 financial year which was awarded in 2023 and the LTIP awarded in the 2025 financial year are detailed in the following.

2023 LTIP (due in the 2025 financial year)

The 2023 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 for the 2023 LTIP shown below:

Performance scorecard – 2023 LTIP

| Performance criteria | Threshold (0% or 25% target achievement) | Target (50% or 70% target achievement) | Maximum (100% target achievement) | Actual Value | Weighting | Target achievement ² |
|---|---|---|---|--------------------|-----------|---------------------------------|
| 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) | above 3rd quartile | 10% | 10% |
| OMV Petrom Free Cash Flow before dividends (3-year average) | EUR 250 mn | EUR 310 mn | EUR 370 mn | EUR 788 mn | 35% | 35% |
| Diversity: Increase the share of women at management level | 30.5% | 32.8% | 34.5% | 30.3% | 10% | 0% |
| Reduction of Net absolute GHG Scope 1 & 2 emissions ¹ | 39.0% | 44.0% | 47.0% | 44.4% | 25% | 18.5% |
| Actual target achievement | | | | | | 83.48% |

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.

² The target achievement is rounded.

The payout in shares is made after the end of the three-year performance period (January 1, 2023, to December 31, 2025) after March 31, 2026.

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 average share price from January 1, 2026, to February 20, 2026, was taken as an approximation. This share price is equal to EUR 50.88. In the 2026 Remuneration Report, these numbers will be updated based on the final share price.

2025 LTIP (awarded in the 2025 financial year)

The 2025 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 2025 as follows. The target achievement will be assessed at the beginning of 2028.

| 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 this purpose depend on the level of target achievement for the respective performance criterion. The target achievement is determined 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 (\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 payout in shares is made after the end of the three-year performance period (January 1, 2025, to December 31, 2027) after March 31, 2028.

Shareholding requirements for the Executive Board

Participants of the LTIP are required to accumulate an appropriate shareholding which amounts to 75% of the 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 under the LTIP count towards this shareholding requirement, provided that the shares are held in a company 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.

The amount awarded for an LTIP tranche is converted into a number of shares and then accounted for 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.

The following tables show the share-based remuneration for each Executive Board member:

| Current LTIP tranches | | | | | | | | | | |
|--------------------------|----------------|---|---------------|----------------------------|---|---------------|----------------------------|--|---------------|----------------------------|
| in EUR | | | | | | | | | | |
| | | 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 | | |
| LTIP tranches | Payout | 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 2025 - 2027 | March 31, 2028 | 840,000 | 20,343 | 267,279 | 385,000 | 9,324 | 122,491 | 375,000 | 9,082 | 119,321 |
| LTIP tranche 2024 - 2026 | March 31, 2027 | 800,000 | 19,816 | 525,089 | 385,000 | 9,536 | 252,689 | 365,000 | 9,041 | 239,578 |
| LTIP tranche 2023 - 2025 | March 31, 2026 | 749,461 | 16,635 | 706,520 | 310,873 | 6,899 | 293,018 | 310,873 | 6,899 | 293,018 |
| | | | | 13,886 | | | 5,759 | | | 5,759 |

| Current LTIP tranches | | | | | | | |
|--------------------------|----------------|---|---------------|----------------------------|---|---------------|----------------------------|
| in EUR | | | | | | | |
| | | 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 | | |
| LTIP tranches | Payout | Value | No. of shares | Recorded expense or payout | Value | No. of shares | Recorded expense or payout |
| LTIP tranche 2025 - 2027 | March 31, 2028 | 350,000 | 8,476 | 111,359 | 385,000 | 9,324 | 122,491 |
| LTIP tranche 2024 - 2026 | March 31, 2027 | 350,000 | 8,669 | 229,692 | 385,000 | 9,536 | 252,689 |
| LTIP tranche 2023 - 2025 | March 31, 2026 | 224,375 | 4,980 | 211,508 | 310,873 | 6,899 | 293,018 |
| | | | | 4,157 | | | 5,759 |

Total remuneration of the Executive Board in the 2025 financial year

For each member of the Executive Board, the following overview shows the total remuneration based on the remuneration elements due in the 2025 financial year. The total remuneration due comprises the base salary for the 2025 financial year, and also the performance-related, variable remuneration elements. The latter consists of the 2025 Annual Bonus and the LTIP tranche awarded in 2023 and due in the 2025 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.

For Cristian Hubati, the annual base salary, pension fund substitute/allowances and grant value for the Annual Bonus were increased to the level of the other members of the Executive Board as of May 1, 2025. The remuneration for all other Executive Board members remained unchanged compared to the 2024 financial year.

The variable remuneration elements amount to between 49% and 65% of the total remuneration of the Executive Board members, while the fixed remuneration amounts to between 35% and 51% of the total remuneration.

The total remuneration of the Executive Board members for the 2024 and 2025 financial year can be seen in the tables below:

| 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 | |
| | | 2025 | 2024 | 2025 | 2024 |
| Non-performance-related, fixed remuneration | Base salary | 690,504 | 690,504 | 396,996 | 396,996 |
| | Benefits in kind (company car, accident insurance and reimbursed expenses) | 1,204 | 1,204 | 692 | 692 |
| | Pension fund substitute / allowances | 103,572 | 103,572 | 47,640 | 47,640 |
| Performance-related, variable remuneration | Annual Bonus | 742,163 | 772,346 | 206,117 | 210,099 |
| | LTIP tranche 2023 - 2025 | 706,520 | - | 293,018 | - |
| | LTIP tranche 2022 - 2024 ¹ | - | 274,496 | - | 111,813 |
| Total remuneration | | 2,243,962 | 1,842,121 | 944,463 | 767,241 |
| Fixed remuneration as % of total remuneration | | 35% | 43% | 47% | 58% |
| Variable remuneration as % of total remuneration | | 65% | 57% | 53% | 42% |

| 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 | |
| | | 2025 | 2024 | 2025 | 2024 |
| Non-performance-related, fixed remuneration | Base salary | 396,996 | 396,996 | 354,664 | 270,000 |
| | Benefits in kind (company car, accident insurance and reimbursed expenses) | 692 | 692 | 471 | 471 |
| | Pension fund substitute / allowances | 47,640 | 47,640 | 42,560 | 32,400 |
| Performance-related, variable remuneration | Annual Bonus | 187,815 | 205,306 | 177,892 | 127,893 |
| | LTIP tranche 2023 - 2025 | 293,018 | - | 211,508 | - |
| | LTIP tranche 2022 - 2024 ¹ | - | 111,813 | - | - |
| Total remuneration | | 926,161 | 762,447 | 787,095 | 430,764 |
| Fixed remuneration as % of total remuneration | | 48% | 58% | 51% | 70% |
| Variable remuneration as % of total remuneration | | 52% | 42% | 49% | 30% |

| 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 | |
| | | 2025 | 2024 |
| Non-performance-related, fixed remuneration | Base salary | 396,996 | 396,996 |
| | Benefits in kind (company car, accident insurance and reimbursed expenses) | 692 | 692 |
| | Pension fund substitute / allowances | 47,640 | 47,640 |
| Performance-related, variable remuneration | Annual Bonus | 183,702 | 205,306 |
| | LTIP tranche 2023 - 2025 | 293,018 | - |
| | LTIP tranche 2022 - 2024 ¹ | - | 104,505 |
| Total remuneration | | 922,048 | 755,139 |
| Fixed remuneration as % of total remuneration | | 48% | 59% |
| Variable remuneration as % of total remuneration | | 52% | 41% |

¹ The payout amount of the 2022 LTIP, reported in the 2024 Remuneration Report, was calculated based on the share price approximation of OMV AG on February 20, 2025. The share price equaled EUR 39.7. The updated share price, relevant for the determination of the actual payout amount of the 2022 LTIP and used for recalculation in this Remuneration Report, is based on the average OMV AG share price from January 1 to March 31, 2025, and equals EUR 41.29. Therefore, the actual payout amounts of the 2022 LTIP and the total remuneration for the 2024 financial year lie above the remuneration disclosed in the 2024 Remuneration Report.

Remuneration of affiliated companies

In the 2025 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 2025 financial year.

Supervisory Board's remuneration

Changes in the Supervisory Board

The mandate of the former Supervisory Board expired on April 28, 2025. The annual OGMS on April 24, 2025, approved the appointment of nine members of the Supervisory Board, as follows: Teodora-Elena Preoteasa, Răzvan-Eugen Nicolescu, Sorin-Dumitru Elisei, Jochen Weise, Alfred Stern, Martijn Arjen van Koten, Berislav Gaso, Katja Tautscher, Christine Catasta, for a four-year mandate starting with April 28, 2025, until April 28, 2029. Thus, two new members of the Supervisory Board, Christine Catasta and Teodora-Elena Preoteasa, were elected by the OGMS, while the other existing members except, Reinhard Florey and Marius Ștefan, have been reelected.

Principles of the Supervisory Board's remuneration

The remuneration of the Supervisory Board is based on the system described in the Remuneration Policy and is approved annually by the OGMS.

The main principles of the Supervisory Board remuneration are as follows:

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. |

Supervisory Board's remuneration in the 2025 financial year

Until the OGMS held on April 24, 2025, the Supervisory Board remuneration was based on the Remuneration Policy in place at the time. Accordingly, a total 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 were applicable. These were pro-rated for the period from January 1, 2025, to April 24, 2025. Meeting fees were only paid for meetings held from January 1, 2025, to April 24, 2025.

On April 24, 2025, a new Remuneration Policy was approved by the OGMS. While the remuneration for committee membership was previously awarded as additional gross remuneration per meeting ("**meeting fees**"), the 2025 Remuneration Policy provides that the committee remuneration is a fixed annual fee ("**committee remuneration**") in accordance with the provisions of the new BVB Code. The OGMS held on April 24, 2025, approved an annual gross remuneration corresponding to a net remuneration for each member of the Supervisory Board amounting to EUR 27,500 per year, and an additional fixed annual gross remuneration corresponding to a net remuneration of EUR 25,000 for each member of the Audit Committee and of EUR 12,500 for each member of the Nomination and Remuneration Committee. In the 2025 financial year, the net remuneration for each member of the Supervisory Board was pro-rated for the period from April 25, 2025, to December 31, 2025. As the committees were only established by the Supervisory Board as of July 2, 2025, the remuneration for each membership in the respective committee was pro-rated for the period from July 2, 2025, to December 31, 2025.

The following table shows the remuneration due to the members of the Supervisory Board for the 2025 financial year:

Supervisory Board remuneration

| Name of the Supervisory Board member and function | Supervisory Board and Committees ¹ | | | 2025 | | | | 2024 | | | |
|---|---|------------------|-----------------|--|--------------|--|------------------------|--------------------|---------------------------------|--------------|--------------------|
| | | | | Fixed remuneration ² until OGMS held on April 24, 2025 | | Fixed remuneration ² as of OGMS held on April 24, 2025 | | Total remuneration | Fixed remuneration ² | | Total remuneration |
| | | | | Basic fixed remuneration | Meeting fees | Basic fixed remuneration | Committee remuneration | | Basic fixed remuneration | Meeting fees | |
| Alfred Stern (since September 1, 2021) ³ , Member and President of the Supervisory Board | P | - | - | 7,064 | 6,600 | 18,680 | 0 | 32,344 | 22,000 | 8,800 | 30,800 |
| Martijn van Koten (since August 1, 2021) ³ , Member and Deputy President of the Supervisory Board | DP ⁴ | - | DP ⁵ | 7,064 | 6,600 | 18,680 | 6,206 | 38,550 | 22,000 | 8,800 | 30,800 |
| Christine Catasta (since April 28, 2025), Member of the Supervisory Board | M | DP ⁶ | - | 0 | 0 | 18,680 | 12,408 | 31,088 | - | - | - |
| Sorin-Dumitru Elisei (since April 24, 2024), Member of the Supervisory Board | M | M | M ⁷ | 7,064 | 8,800 | 18,680 | 18,614 | 53,158 | 14,997 | 17,600 | 32,597 |
| Berislav Gaso (since March 17, 2023) ³ , Member of the Supervisory Board | M | - | P ⁸ | 7,064 | 0 | 18,680 | 6,206 | 31,950 | 22,000 | - | 22,000 |
| Răzvan Eugen Nicolescu (since April 28, 2021), Member of the Supervisory Board | M | M | - | 7,064 | 15,400 | 18,680 | 12,408 | 53,552 | 22,000 | 35,200 | 57,200 |
| Teodora Elena Proteasa (since April 28, 2025), Member of the Supervisory Board | M | M ⁹ | M ¹⁰ | 0 | 0 | 18,680 | 18,614 | 37,294 | - | - | - |
| Katja Tautscher (since January 1, 2023) ³ , Member of the Supervisory Board | M | M ¹¹ | - | 7,064 | 0 | 18,680 | 12,408 | 38,152 | 22,000 | - | 22,000 |
| Jochen Weise (since November 1, 2016), Member of the Supervisory Board | M | P | - | 7,064 | 8,800 | 18,680 | 12,408 | 46,952 | 22,000 | 26,400 | 48,400 |
| Reinhard Florey (until April 28, 2025) ³ , Member of the Supervisory Board | M | DP ¹² | - | 7,064 | 8,800 | 0 | 0 | 15,864 | 22,000 | 26,400 | 48,400 |
| Marius Stefan (until April 28, 2025), Member of the Supervisory Board | M | M ¹³ | M ¹⁴ | 7,064 | 15,400 | 0 | 0 | 22,464 | 22,000 | 35,200 | 57,200 |

¹ Abbreviations: SB = Supervisory Board. AC = Audit Committee. NRC = Nomination and Remuneration Committee (previous name: Presidential and Nomination Committee). 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 NRC since January 1, 2023.

⁶ Deputy President of the AC since July 2, 2025.

⁷ Member of the NRC since July 2, 2025.

⁸ President of NRC since July 2, 2025.

⁹ Member of the AC since July 2, 2025.

¹⁰ Member of the NRC since July 2, 2025.

¹¹ Member of the AC since July 2, 2025.

¹² Deputy President of the AC until April 28, 2025.

¹³ Member of the AC until April 28, 2025.

¹⁴ Member of the NRC until April 28, 2025.

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 2025 over the period 2020 to 2025 and compares it with the economic success and the remuneration of employees.

In general, the development of the total remuneration due to the members of the Executive Board and the Supervisory 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, Reinhard Florey left the Supervisory Board of OMV Petrom with effect from April 28, 2025, and thus has a pro-rated remuneration for his last year of service explaining the relatively large decrease in his remuneration due from 2024 to 2025.

Given the final payout values for the 2022 LTIP and therefore the resulting total remuneration for the 2024 financial year based on the updated share price as explained above, the development of total remuneration 2023/2024 for the Executive Board members differs slightly from the one reported in the 2024 Remuneration Report. The same will be the case for next years' Remuneration Report and the development of total remuneration 2024/2025.

The employee remuneration is based on the average gross earnings calculated as the average of the monthly gross earnings (including salaries, bonuses, increments, holiday allowances) of OMV Petrom S.A. employees for the respective financial year reported to the Romanian authority. In the 2024 financial year, a new Collective Labor Agreement applicable for years 2024 and 2025 was concluded leading to an increase in the employee remuneration to stay competitive on the local labor market. The conversion from RON to EUR is performed using the annual average exchange rate.

OMV Petrom's Reported Net Income declined by 26% in 2025 compared to 2024, primarily due to impairments related other financial assets, following the agreed principles between OMV Petrom and the Romanian state. However, cash flow from operating activity increased by 49% in 2025 compared with 2024. Considering the strong overall performance based on the resilience of the integrated business model, strong delivery of the Strategy 2030 and the resulting higher target achievements in the Annual Bonus 2025 cumulated with the LTIP tranche 2023-2025, total remuneration for the CEO increased by 22%.

Comparison of total remuneration due and the financial performance

| | Development 2024/2025 | Development 2023/2024 | Development 2022/2023 | Development 2021/2022 | Development 2020/2021 |
|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Remuneration of the Executive Board members | | | | | |
| Christina Verchere (since May 1, 2018), Chief Executive Officer and President of the Executive Board | 22% | -7% | -4% | 1% | 6% ¹ |
| Alina Popa (since April 17, 2019), Chief Financial Officer and Member of the Executive Board | 23% | -5% | 9% | 6% | 57% ¹ |
| Radu Căprău (since October 1, 2018), Member of the Executive Board responsible for Refining & Marketing | 21% | -4% | 7% | 9% | 33% ¹ |
| Cristian Hubati (since April 17, 2023), Member of the Executive Board responsible for Exploration & Production | 83% ¹ | 46% ² | - | - | - |
| Franck Albert Neel (since July 1, 2018), Member of the Executive Board responsible for Gas & Power | 22% | -9% | -2% | 6% | 30% ¹ |
| Remuneration of the Supervisory Board members | | | | | |
| Alfred Stern (since September 1, 2021), Member and President of the Supervisory Board | 5% | 21% | -9% | 320% ² | - |
| Martijn van Koten (since August 1, 2021), Member and Deputy President of the Supervisory Board | 25% | 21% | 28% | 140% ² | - |
| Christine Catasta (since April 28, 2025), Member of the Supervisory Board | n/a | - | - | - | - |
| Sorin-Dumitru Eisele (since April 24, 2024), Member of the Supervisory Board | 63% | - | - | - | - |
| Berislav Gaso (since March 17, 2023), Member of the Supervisory Board | 45% | 27% ² | - | - | - |
| Răzvan-Eugen Nicolescu (since April 28, 2021), Member of the Supervisory Board | -6% | 22% | -14% | 209% ² | - |
| Teodora Elena Preoteasa (since April 28, 2025), Member of the Supervisory Board | n/a | - | - | - | - |
| Katja Tautscher (since January 1, 2023), Member of the Supervisory Board | 73% | 2% | - | - | - |
| Jochen Weise (since November 1, 2016), Member of the Supervisory Board | -3% | 13% | -3% | 38% | 0% |
| Reinhard Florey (until April 28, 2025), Member of the Supervisory Board | -67% | 13% | 1182% ² | -77% ³ | -54% ³ |
| Marius Ștefan (until April 28, 2025), Member of the Supervisory Board | -61% | 22% | -14% | 209% ² | - |
| Financial performance of OMV Petrom S.A. | | | | | |
| Reported Net Income (after tax and net financial result) | -26% | 5% | -62% | 283% | 95% |
| Remuneration of employees | | | | | |
| Average remuneration of OMV Petrom employees | 12% | 13% | 11% | 13% | 17% ⁴ |

¹ First full year LTIP tranche became due.

² Positive developments from the first to the second year of service are due to pro-rated remuneration for the first year of service.

³ 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.

⁴ 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.

Berislav Gaso
President of the Nomination and Remuneration Committee