

Art. 10: Committees, General

- (1) The Supervisory Board appoints among its members qualified expert committees and determines their tasks and powers. The task of the committees is to formulate recommendations for the purpose of preparing resolutions to be passed by the Supervisory Board itself, without thereby preventing the entire Supervisory Board from dealing with matters delegated to the committees. In adequately detailed exceptional cases, decision-making powers of the Supervisory Board can be delegated to the committees, it being understood that such a delegation of powers shall be defined and supported by reasons.

A committee is set up to facilitate decisions in urgent cases (Presidential and Nomination Committee). An Audit Committee, a Presidential/Nomination Committee, a Remuneration Committee, a Portfolio and Project Committee as well as a Sustainability and Transformation Committee shall be established.

- (2) The Chairmen of the committees shall report periodically to the Supervisory Board.
- (3) The employees' representatives on the Supervisory Board shall have the right to nominate members to committees of the Supervisory Board with their seat on the Board and vote being determined according to the ratio determined by Art. 110, para 1 Austrian Labor Constitutional Act. Art. 94 para 4 Austrian Stock Corporation Act has to be complied with.
- (4) On behalf of committee members who are unable to attend the meetings of the committees other members of the Supervisory Board may attend and vote if they have been authorised to do so in writing by the committee members who are unable to attend; committee members so represented shall not be counted when determining whether the meeting constitutes a quorum or not.

The right to chair a meeting cannot be transferred.

- (5) Upon invitation of the Chairman of the committee also Supervisory Board members who do not belong to the committees may attend the meetings of the committees.

The members of the Executive Board shall in principle attend all meetings of the committees of the Supervisory Board with an advisory vote unless the Chairman determines otherwise. However, members of the Executive Board shall attend meetings of the Remuneration Committee and of the Presidential and Nomination Committee only upon invitation of the Chairman.

- (6) The committees shall constitute a quorum if all members have been duly invited and if at least three committee members, including the chairman of the committee or his/her deputy, attend the meeting at which a matter is put to the vote.
- (7) The internal rules for the Supervisory Board shall apply mutatis mutandis to the procedures in the committees unless separate internal rules resolved by the Supervisory Board, if any, provide otherwise. However, the Chairman of the Remuneration Committee is entitled with regard to the Remuneration Committee – subject to prior consultation with the members of the Remuneration Committee – to determine that the meetings shall be held and the minutes shall be prepared in English language.
- (8) Committee resolutions shall be passed by simple majority of the votes cast.
- (9) The committees shall have a sufficient number of members as judged by the Supervisory Board who shall meet the criteria of independence as defined by the Supervisory Board and published on the website.

Art. 11: Presidential and Nomination Committee

- (1) The Presidential and Nomination Committee consists of a number of members to be determined by the Supervisory Board; it shall include the Chairman of the Supervisory Board and at least one deputy. The Presidential and Nomination Committee is chaired by the Chairman of the Supervisory Board or his deputy.
- (2) The Supervisory Board authorises this Committee to take decisions in urgent matters. The urgency shall be determined by the Chairman.
- (3) In individual cases or permanently, the Supervisory Board may delegate to the Presidential and Nomination Committee further tasks and powers of authorisation concerning legal transactions, decisions and measures of the Executive Board that require such authorisation. The delegation shall be supported by reasons. A task or power shall only be delegated pursuant to this Art. 11 (3) to the extent that the Supervisory Board shall be informed of the delegation in the next Supervisory Board meeting.
- (4) As nomination committee, it submits to the Supervisory Board recommendations concerning the appointment of candidates to newly created or vacant positions in the Executive Board and addresses the issue of succession planning. Furthermore, it submits to the general shareholders meeting proposals concerning Supervisory Board assignments.

Art. 12: Audit Committee

- (1) The Audit Committee consists of a number of members to be determined by the Supervisory Board.
- (2) The Audit Committee has to meet at least twice per business year; typically the Audit Committee meets six times per business year. The statutory auditor has to participate at meetings of the Audit Committee which deal with the preparation of the annual and consolidated accounts and the review thereof and has to report upon its review. The statutory auditor has to make an additional report to the Audit Committee according to Art. 11 Regulation (EU) No 537/2014 no later than the date of submission of the audit report. The Audit Committee shall include a person possessing knowledge and experience regarding finance, accounting and reporting sufficient to meet the needs of the enterprise (financial expert). A person who has been a member of the Executive Board, an executive employee (§ 80 Stock Corporation Act) or an auditor of the company, or who has signed the audit certificate, during the last three years or due to other reasons might not be considered independent and un-biased cannot be the Chairman or financial expert. The Committee members as a whole shall have competences relevant to the sector in which the audited entity is operating.
- (3) The Audit Committee shall, inter alia:
 1. monitor the financial reporting process and submit recommendations or proposals to ensure its reliability;
 2. monitor the effectiveness of the company's internal control, internal audit, and risk management systems; Moreover, the Committee is authorized to approve of the matters in Art. 8 Para 2 No 20 of the Internal Rules for the Executive Board.
 3. monitor the statutory audit of the annual and consolidated accounts taking into account findings and conclusions in reports which are published by the authority for the surveillance of the statutory auditors according to Sec. 4 para 2 number 12 Statutory Auditor Surveillance Act (Abschlussprüfer-Aufsichtsgesetz);
 4. review and monitor the independence of the statutory (group) auditor , and in particular the provision of additional services to the audited entity; Art. 5 Regulation (EU) No 537/2014 and Sec. 271a para. 6 Commercial Code apply;
 5. submit to the Supervisory Board the report on the outcome of the statutory audit and explain how the statutory audit contributed to the reliability of financial reporting and what the role of the Audit Committee was in that process;
 6. review the annual accounts and prepare its determination, review the proposal of dividend distribution, of the directors' report and of the corporate governance report as well as report upon the review results to the Supervisory Board;
 7. review the annual consolidated accounts and the consolidated directors' report, the consolidated corporate governance report as well as report upon the review results to the Supervisory Board;
 8. be responsible for the procedure for the selection of the statutory auditor (group auditor) considering the adequateness of the fees as well as for the recommendation

for its appointment to the Supervisory Board. Art. 16 of Regulation (EU) No 537/2014 is applicable.

- (4) An auditor or an audit firm to be included into an election proposal shall prior to making the proposal by the Supervisory Board disclose all remunerations for each category of services separately received by the company during the previous business year and to report upon its inclusion into the system established by the Statutory Auditor Surveillance Act (Abschlussprüfer-Aufsichtsgesetz) of external quality assurance and the upright registration. Further, all circumstances have to be disclosed and documented that may result in its bias or exclusion as well as all measures taken which shall ensure an independent and un-biased audit. The report to the Audit Committee has to be submitted in writing.
- (5) The Audit Committee deals with the management letter and the review of the functioning of the risk management systems and reports thereupon to the Supervisory Board.

Art. 13: Portfolio and Project Committee

- (1) The Portfolio and Project Committee consists of a number of members to be determined by the Supervisory Board.
- (2) Where required, the Portfolio and Project Committee shall prepare fundamental decisions of a complex nature in co-operation with the Executive Board. It shall report about the results and any proposals to the Supervisory Board.

Art. 14: Sustainability and Transformation Committee

- (1) The Sustainability and Transformation Committee consists of a number of members to be determined by the Supervisory Board.
- (2) The purpose of the Sustainability and Transformation Committee is to support the company's Supervisory Board in reviewing and monitoring OMV's strategy with regard to sustainability, ESG related standards and performance as well as processes and specifically performance in HSSE (health, safety, security, the environment) and, in particular, climate change. Furthermore, the Committee serves to support and oversee the transformation process towards a more sustainable business model, including the cultural integration of strategically significant acquisitions.

Art. 15: Remuneration Committee

- (1) The Remuneration Committee consists of a number of members to be determined by the Supervisory Board. It shall include the Chairman and the deputy Chairman/Chairmen. The Remuneration Committee is always chaired by the Chairman of the Supervisory Board or his deputy.
- (2) The Remuneration Committee deals with all matters concerning the remuneration of the Executive Board members and the content of employment contracts with Executive Board members. Therefore, it is specifically authorised to conclude, amend and terminate employment contracts with Executive Board members, to establish the remuneration policy

and (together with the Executive Board) to draw up the remuneration report, in each case concerning the remuneration of the Executive Board members. Equally, it is authorised to decide whether bonuses and the like are to be granted to the Executive Board members, and if so it may determine the amount of any such bonuses.

- (3) The Remuneration Committee prepares the remuneration policy and (together with the Executive Board) the remuneration report, in each case concerning the remuneration of the Supervisory Board members, and submits corresponding proposals to the Supervisory Board for approval.