

Budapest, 30 April 2020

**RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS OF MOL PLC. ON BEHALF OF THE 2020 ANNUAL GENERAL MEETING CONVENED FOR 30 APRIL 2020**

The Board of Directors (hereinafter: “Board of Directors” or “Board”) of MOL Hungarian Oil and Gas Public Limited Company (hereinafter: “MOL Plc.” or “Company”), based on the authorization granted by Section 9 (2) of the Government Decree 102/2020. (IV. 10.) and according to the Announcement published on 17 April 2020, today adopted the following resolutions regarding all proposals and the proposed resolutions published in the agenda items of the Annual General Meeting convened for 30 April 2020:

1. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. approved the 2019 parent company financial statement of MOL Plc. prepared based on Section 9/A of the Hungarian Accounting Act in accordance with the International Financial Reporting Standards adopted by the European Union and the related independent auditors’ report with total assets of HUF 3,385,938 million and net profit of HUF 151,013 million.

The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. furthermore approved the 2019 consolidated financial statement of MOL Plc. prepared based on Section 10 of the Hungarian Accounting Act, in accordance with the IFRS and the related independent auditors’ report with the total assets of HUF 5,132,287 million and net profit of HUF 228,381 million.

2. Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. decided that the profit for the year of 2019 to be fully allocated to retained earnings.
3. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. approved the Corporate Governance Declaration prepared on the basis of the Corporate Governance Recommendations of the Budapest Stock Exchange.
4. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc., under Article 12.12 of the Articles of Association, acknowledged the work of the Board of Directors performed during the 2019 business year and granted waiver to the Board of Directors and its members under Article 12.12 of the Articles of Association.
5. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. elected Ernst & Young Kft. (1132 Budapest, Váci út 20.) to be the independent auditor of MOL Plc. for the financial year 2020, until the annual general meeting to be held in 2021, that is by 30 April 2021 at the latest. The auditor personally responsible and appointed by Ernst & Young Kft. is Gergely Szabó (registration number: MKVK-005676), in case of his incapacity he shall be substituted by János Varga (registration number: MKVK-007319).
6. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. acknowledged the Board of Directors’ presentation regarding the acquisition of treasury shares

following the ordinary Annual General Meeting of 2019 in accordance with Section 3:223 (4) of the Civil Code.

7. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. authorized the Board of Directors of the Company to acquire treasury shares, simultaneously setting aside resolution No. 9 of the 11 April 2019 AGM, for a period of 18 months from the date of the present resolution. The total amount of the nominal value of the treasury shares owned by the Company at any time shall not exceed 25% of the actual share capital of the Company.
8. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. elected **Dr. László Parragh** as member of the Board of Directors from 1 May 2020 to 30 April 2025.
9. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. elected **Zsigmond Járai** as member of the Board of Directors from 1 May 2020 to 30 April 2025.
10. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. elected **Dr. Martin Roman** as member of the Board of Directors from 1 May 2020 to 30 April 2025.
11. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. elected **Dr. Péter Gottfried** as member of the Supervisory Board from 1 May 2020 to 30 April 2025.
12. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. modified Article 11.3. of the Articles of Association as follows:

“11.3. The Company shall accept the statement of account issued by ~~the~~ **KELER Central Clearing House and Depository Ltd. (KELER)**, or shareholder identification executed according to the procedural rules of **KELER Ltd.**, as a certificate of the ownership of the share.”
13. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. modified Points o) and p) of Article 12.2 of the Articles of Association as follows:

[12.2. The general meeting shall have the exclusive scope of authority and competence in the following matters:]

“o.) ~~{Deleted}~~ **advisory vote on the remuneration policy;**

p.) ~~approval, conditioned to the Company’s profitability, of the incentive scheme for the members of the Board of Directors, based on the proposal of the Supervisory Board~~ **advisory vote on the remuneration report;”**
14. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. modified Article 16.3 of the Articles of Association as follows:

“16.3. Meetings of the Board of Directors shall be chaired by the chairman of the Board, or, if he is unable to attend, **by the vice-chairman of the Board or** the member appointed by the chairman.”
15. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc. modified Article 22.8 of the Articles of Association as follows:

”22.8. The Audit Committee elected from the independent members of the Supervisory Board shall consist of minimum 3 and maximum 8 members. The Audit Committee performs, in addition to the tasks defined in the relevant laws, the tasks of the audit committees of its subsidiaries which are consolidated by the Company, operate as public limited companies or issue securities admitted to trading on regulated market **or otherwise, under the applicable laws, obliged to operate audit committee**, if the relevant laws allow that and the subsidiary in question does not operate a separate audit committee.”

16. The Board of Directors on behalf of the 2020 Annual General Meeting of MOL Plc., on the basis of Section 3:268 (2) of Act V of 2013 on the Civil Code, approved the remuneration policy prepared under the provisions of Act LXVII of 2019 on Encouraging Long-Term Shareholder Engagement and amendments of further regulations for harmonization purposes.

The Board of Directors has adopted all resolutions on the basis of the proposals published on 8 April 2020 and in accordance with them. All resolutions were adopted by a unanimous decision of the Board of Directors, with the abstention of the relevant members of the Board of Directors in case of re-election of the Board of Directors, and with the abstention of each member of the Board of Directors in case of waiver regarding themselves.

The Company draws the attention of the shareholders to the fact that within a limitation period of 30 days after the termination of the state of emergency, the shareholders representing at least 1% of the voting rights may request to convene the Annual General Meeting for the subsequent approval of the following resolutions made by the Board of Directors. The right to convene the General Meeting belongs to those shareholders who are included in the share register of the Company based on the ownership correspondence indicated in the invitation published on 17 April 2020.

The convening of the General Meeting may be initiated for the subsequent approval of the decisions on the financial statement and the distribution of profit after taxation as indicated above, with the exception that the shareholders have the right to initiate the convening of the General Meeting until 31 May 2020. Failure to meet this deadline, including where the shareholder’s request is not received by the Company by the last day of the deadline, will result in loss of rights.