

Criteria of independence for the members of Board of Directors of MOL

The Board of Directors must affirmatively determine, taking into account all of the relevant facts and circumstances, that a member of the Board of Directors has no material relationship with the company (either directly or indirectly) based on which such director would not be considered independent. However, a director shall be automatically considered non-independent in case of the following relationships:

- No director who is an employee or former employee of any member of MOL Group can be independent within five years the termination of his employment.
- A director who receives, or has a close relative who receives, more than USD 100,000 a year in direct compensation from MOL Group (other than remuneration for his BoD or committee's membership, and pension or other forms of deferred compensation for prior service) is considered non-independent for five years following the year in which more than USD 100,000 direct compensation was received.
- No director who is an executive officer or employee, or if the director's close relative is an executive officer, of another company and: (1) that company accounts for the greater of 2 percent or USD 1 million of MOL Group consolidated gross revenues; or (2) MOL Group accounts for the greater of 2 percent or USD 1 million of the other company's gross annual revenues.
- No director who is, or in the past five years has been, affiliated with or employed by a (present or former) auditor of the MOL Group is considered independent within five years following the termination of such relationship.
- No director is considered independent if he or she is, or in the past five has been an employee of another company, in which an executive officer of MOL Group is a member of compensation committee.
- No director can be independent if he or she represents the interest of Hungarian National Asset Management Inc. (MNV Zrt.) as an officer of the MNV Zrt, while the MNV Zrt. holds more than 10% voting right or the "B" share.
- Directors with close relatives in the foregoing categories must likewise be subject to the five years "cooling-off" provisions for purposes of determining independence (provided that such cooling-off period is required as a director).

Qualification of the members of Board of Directors of MOL

Based on the definition and the declaration of directors, the qualification of the directors is the following*:

Zsolt Hernádi, Chairman-CEO	non-independent
Dr. Sándor Csányi, Deputy Chairman	independent
Talal Al Awfi	independent
Dr. György Bacsa	non-independent
Zsigmond Járai	independent
Dr. János Martonyi	independent
József Molnár	non-independent
Dr. László Parragh	independent
Anthony Radev	independent
Dr. Martin Roman	independent
JUDr. Oszkár Világi	non-independent

*as of 1 March 2023