

MOL Group Finance Private Limited Company

ARTICLES OF ASSOCIATION

in a consolidated structure, as amended to date

MOL Hungarian Oil and Gas Public Limited Company, as the sole shareholder of **MOL Group Finance Private Limited Company** (the "Company") operating in accordance with the provisions of Act V of 2013 on the Civil Code ("Civil Code"), hereby establishes the Articles of Association of the Company as follows. Consolidated with the changes adopted in Shareholders' Resolutions 1-2/2021.09.03 dated 3 September 2021 with the effect of 1 October 2021 (changes are set in bold, italics, underlined font).

Chapter I

Company name, form of operation, registered seat, duration and scope of activities of the Company

1. Name of the Limited Company:

Name of the Company: MOL Group Finance Private Limited Company

Abbreviated name of MOL Group Finance Plc.

the Company:

2./ The seat of the Company:

2.1. The seat of the Company: 1117 Budapest, Dombóvári út 28.

3./ Form of operation of the Company: private company limited by shares

4./ The Company is formed for an indefinite period. The Company's business year shall coincide with the calendar year.

5./ SCOPE OF ACTIVITIES OF THE LIMITED COMPANY

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41.10. Development of building projects
64.20. Asset management (holding)
70.22. Business management, other management consultancy services
82.99. Other business support service activities n.e.c.
69.20. Accounting, bookkeeping and auditing activities; tax consultancy
78.30. Other human resources provision and management
49.41. Freight transport by road
58.29. Other software publishing
62.01. Computer programming activities
62.02. Information technology consultancy
62.03. Computer operation
62.09. Other information technology and computer service activities
63.11. Data processing, web hosting services
63.99. Other information services n.e.c.
64.92. Other credit granting services
68.32. Property management
70.10. Business management
74.90. Other professional, scientific and technical activities n.e.c.
77.33. Renting and leasing of office machinery and equipment (including computers)
80.10. Services to buildings
82.11. Combined office administrative services
82.19. Photocopying, other office services
95.11. Repair of computers and peripherals
64.99 Other financial intermediation n.e.c.
66.19 Other auxiliary financial activities

Main activity of the Company: 64.92 Other credit granting

From the sectors "Other financial intermediation n.e.c." and "Other credit granting", the Company's activities only include credit granting outside the regular banking system and, within that, only joint financial transactions between the parent company and its subsidiaries and between the subsidiaries for liquidity or allocation purposes (group financing), for which the authorisation of the Magyar Nemzeti Bank is not required pursuant to Article 5 (2), 6 (1) paragraph 11 and 40 (b) of Act CCXXXVII of 2013 on credit institutions and financial undertakings.

If the pursuit of economic activity is subject to an official authorisation (the authorisation required for the exercise of the activity) by law - not including municipal regulations -, the Company may only start or carry out this activity in the possession of such authorisation.

Unless an exception is provided for by law - not including municipal regulations -, the undertaking may engage in an activity requiring qualifications only if at least one of its members, employees or persons acting for the Company under a permanent civil law contract and personally involved in that activity, is a person who has demonstrated that he or she meets the qualification requirements laid down by law.

Chapter II

Share capital, shares, Shareholder of the Company

The share capital of the Company shall be HUF 300,000,000.00, i.e. three hundred million forints, consisting of HUF 85,000,000.00, i.e. eighty-five million forints in cash and HUF 215,000,000.00, i.e. two hundred and fifteen million forints in non-cash contributions.

The share capital consists of 30,000 "A" series ordinary registered shares with a nominal value of HUF 10,000, i.e. ten thousand forints each, with equal rights.

The sole shareholder of the Company is MOL Hungarian Oil and Gas Public Limited Company (seat: HU-1117 Budapest, Dombóvári út 28.; Company registration number: 01-10-041683; abbreviated name: "MOL Nyrt", hereinafter referred to as "Sole Shareholder").

Chapter III

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Chapter IV

Rights and obligations attached to shares

- 1./ The rights attached to the shares of the Company and the rights and obligations of the shareholders shall be governed by the provisions of the Civil Code and these Articles of Association.
- 2./ Shareholders may exercise their rights through a proxy. The letter of proxy must be in the form of a public document or a private document with full probative value. The CEO and any member of the Board of Directors, may be a proxy. The Company's auditor cannot be a proxy.

Chapter V

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Chapter VI

The Share Register

The Board of Directors of the Company exercising the rights of the Board of Directors or his/her authorised representative as defined in Article 3:245 (3) of the Civil Code shall keep the Share Register of shareholders with registered shares, in which he/she shall record the name (company) and domicile (seat) of the shareholder or the shareholder's proxy (hereinafter jointly referred to as "shareholder") - in case of jointly owned shares, that of the joint representative -, the number of shares (the proportion of his/her ownership interest) per series of shares, the proportion of his/her ownership interest, and other data specified by law and these Articles of Association.

Shareholders may inspect the Share Register and may request a copy of the part of the Share Register relating to him/her from the Board of Directors or its delegate, which the keeper of the Share Register must provide within five days.

Chapter VII

Organisation of the Company

A./ The General Meeting

- 1./ Given that the sole shareholder of the Company is MOL Nyrt (hereinafter referred to as the "Sole Shareholder"), the Company operates as a single-member limited company.
- 2./ In the case of a single-member limited company, the powers of the General Meeting are exercised by the Sole Shareholder. In matters within the competence of the General Meeting, the Sole Shareholder shall adopt decisions in writing, which shall become effective upon communication to the Management.
- 3./ The Sole Shareholder shall have exclusive competence for all matters which are referred to the exclusive competence of the General Meeting by law or these Articles of Association.
- 4./ In the case of a single-member limited company, the powers of the General Meeting are exercised by the Sole Shareholder. The Single Shareholder's approval is not required for the conclusion of a contract between a single-member limited company and a Sole Shareholder.
- 5./ Where these Articles of Association refer to a General Meeting, it shall mean the Sole Shareholder.

B./ The Board of Directors

- 1./ The Board of Directors manages the company and represents the Company before the courts and other authorities and in dealings with third parties.

The Board of Directors of the Company is appointed by the Sole Shareholder for indefinite period of time.

2./ The Board of Directors shall, among other things:

- carry out the managerial functions of the Company,
- be responsible for all decisions he or she has made or made under the powers he or she has delegated within the scope of operation of the Company,
- oversee the Company's management, define the Company's business and development concept,
- submit the business reports of the Company prepared in accordance with the Accounting Act and the proposal for utilisation of the profit after taxation;
- submit the balance sheet of the Company to the Court of Registration,
- ensure that the Company's books are properly kept,
- prepare a report on the Company's financial position and business policy for the General Meeting at least once a year,
- perform all the tasks - which do not fall within the exclusive competence of the General Meeting -, required by law in connection with the holding of shares in another company.

The Board of Directors may take the above decisions in cases not falling within the competence of the Sole Shareholder. The Sole Shareholder may decide on any matter within the competence of the Board of Directors.

3./ The Board of Directors shall exercise the employment rights over the CEO and the CFO of the Company, provided, that

- (i) the chairman of the Board of Directors shall sign the labour contract and the documents related to the exercise of labour relationship,
- (ii) the Board of Directors may assign certain employment rights to the chairman of the Board of Directors.

4./ The members of the Board of Directors may represent (sign on behalf of) the Company in compliance with articles IX. of these Articles of Association.

5./ Members of the Board of Directors for indefinite period of time:

„A” directors

- name: Zsolt Abonyi
- mother's name: Dr. Judit Bérczy
- address: 1025 Budapest, Csejtei utca 15-19. C ép. 2. em. 5. a.

- name: Péter Szabó
- mother's name: Judit Kaszás
- address: 2040 Budaörs, Tavasz utca 42. A ép. fsz. 1. a.

„B” directors

- name: Ilona Fodor
- mother's name: Ilona Girhiny
- address: 2111 Szada, Jókai köz 11/B.

- name: Dr. László Pálfalvi
- mother's name: Mária Szabó
- address: 1188 Budapest, Damjanich utca 23/B.

- name: Balázs Viktor Haszonics
- mother's name: Dr. Mária Ádám
- address: 2094 Nagykovácsi, Kalász utca 2.

C./ Chief executive officer („CEO”)

- 1./ The CEO shall be responsible for the operative management of the company on the basis of the Articles of Association, the resolutions of the Sole Shareholder and the Board of Directors and in compliance with the rules of authorities approved by the Board of Directors.
- 2./ The CEO shall be appointed by the Board of Directors. The CEO shall have an employment relation with the Company, the Board of Directors shall exercise the employment right over the CEO in compliance with article VII. B/3. of the Articles of Association.
- 3./ The CEO shall be the head of the Company's labour organization. The CEO exercises the employer's rights over the employees of the Company, with the exception of the CFO. He/she may delegate this power to an employee of another MOL Group company by means of an individual proxy.
- 4./ The CEO may represent (sign on behalf of) the Company in compliance with articles IX. of these Articles of Association.

D./ Supervisory board

- 1./ The Company does not have a supervisory board.

E./ Permanent auditor

The Company's permanent auditor until **31 May 2024**:

Name of the Company: **Deloitte Könyvvizsgáló és Tanácsadó Kft.**

Company registration number: **01-09-071057**

Seat: **HU-1068 Budapest, Dózsa György út 84/C.**

The natural person personally responsible for carrying out the audit: **Gábor Molnár**

Home address: **1031 Budapest, Muzsla utca 8.**

Chamber registration number: **007239**

Chapter VIII

Increase or decrease of share capital

The relevant provisions of the Civil Code shall apply to the rules of the increase or decrease of the share capital of the Company, subject to the provisions of these Articles of Association.

Chapter IX

Signing for the Company

- 1./ Signing for the Company is effected by co-signing by a person authorised to sign for the Company together with another person authorised to sign for the Company under or above the handwritten, typed, pre-printed or printed company name, in compliance with the below provisions of article IX/2.
- 2./ The persons authorised to sign for the Company:
 - a) two members of the Board of Directors, as follows:
 - two "A" directors jointly,
 - one "A" director and one "B" director jointly,
 - b.) any member of the Board of Directors jointly with an employee authorised by the Board of Directors to sign on behalf of the Company;
 - c.) any two of the employees authorised to sign on behalf of the Company by the Board of Directors, acting jointly.
- 3./ The Board of Directors may authorize employees of the Company to represent the Company in respect of a specific group of matters.

Chapter X

Distribution of profits

1./ A balance sheet of the Company's assets must be drawn up at the end of each financial year. The rules for balance sheet preparation and profit distribution are laid down by law.

The amount of the basis for dividends is decided by the ordinary annual General Meeting. The basis for dividends shall be distributed in proportion to the nominal value of the share in accordance with the provisions of these Articles of Association.

Chapter XI

Miscellaneous provisions

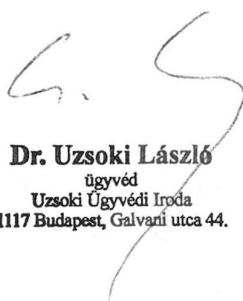
Notifications of the Company shall be published in Cégközlöny (Company Gazette) as required by law, in other cases, on its website.

In other matters not covered by these Articles of Association, the provisions of the Civil Code shall prevail.

Pursuant to Article 51 (3) of Act V of 2006 on Public Company Information, Company Registration and Winding-up Proceedings, I certify that the consolidated text of the Articles of Association corresponds to the content of the Articles of Association as amended. The consolidated Articles of Association have been drawn up in accordance with the changes adopted in Shareholders' Resolution 1/2023. 05. 24 of 24 May 2023, in accordance with the changes adopted in the said resolution.

This document is the English translation of the Articles of Association of MOL Plc. Only the Hungarian version of the Articles of Association shall be deemed as official and in case of any discrepancies, the Hungarian version shall prevail.

Dated: Budapest, 24 May 2023



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