DOCUMENTS FOR THE GENERAL MEETING

ANNUAL GENERAL MEETING OF
MOL HUNGARIAN OIL AND GAS
PUBLIC LIMITED COMPANY

TO BE HELD ON 25 APRIL, 2024

Date and venue of the AGM: 25 April, 2024, 10.00 a.m.
MOL Campus
(1117 Budapest, XI. district, Dombóvári út 28.)

Dear Shareholder,

The Annual General Meeting of the Company was convened by the Board of Directors of MOL Plc. for 25 April 2024, 10 a.m., whose agenda is contained in the announcement published as stipulated in the Articles of Association. The announcement was published on 21 March 2024 on the homepages of Budapest Stock Exchange and MOL.

Agenda items of the Annual General Meeting:

In case the general meeting does not have a quorum at the announced date and time, the Board of Directors hereby convenes the repeated general meeting with the same agenda for the same day as the general meeting (25 April, 2024) at 11.00 a.m. at MOL Campus (H-1117 Budapest, Dombóvári út

28.). In accordance with Section 3:275 (1) of the Act V of 2013 on the Civil Code ('Civil Code'), such reconvened general meeting shall have a quorum with respect to issues originally put on the agenda, irrespective of the number of the shareholders present or represented.

The brochure contains an English language translation of the original proposals and information in accordance with the items on the agenda. The purpose of documents prepared for the General Meeting is to promote a better orientation of the particular items on the agenda and to provide information for the shareholders regarding the questions to be discussed at the General Meeting. Please see the original Announcement for additional information. In case the General Meeting does not have a quorum at the announced date and time, the repeated General Meeting shall discuss the same agenda items with the same Resolution proposals.

This document is published in Hungarian and in English. The official text of this document is in Hungarian only.

Technical remarks

Conditions for participation and exercising voting rights at the General Meeting:

In order to be registered in the Share Register in the course of the shareholders' identification, shareholders must comply with the Articles of Association of the Company ('Articles of Association') and the relevant laws, particularly, each shareholder shall declare whether he holds at least 2% of the Company's shares in accordance with Article 8.6 of the Articles of Association. According to Article 8.4 of the Articles of Association the Board of Directors shall refuse the registration of any shareholder into the share register if such shareholder fails to comply with the requirements specified by the Articles of Association.

The record date of the shareholders' identification shall be 16 April 2024. Based on the data resulting from the shareholder's identification the name of shareholders and shareholders' proxies (nominees) intending to participate in the general meeting shall be registered by the manager of the Share Register (KELER Ltd.) on **23 April 2024**, and upon instruction of the Board of Directors, KELER Ltd. **shall close the Share Register on 23 April 2024,** and no application for registration shall be accepted until the day following the closing of the general meeting. In line with the relevant provisions of law, only those persons may exercise shareholder's rights in the general meeting (participation in the general meeting, requesting information within the limits specified in the relevant laws, making remarks and proposals and voting) whose name is registered in the Share Register at 6.00 p.m. two working days before the starting day of the general meeting.

The securities account managers shall be responsible for registering the shareholders in the Share Register upon instruction of such shareholders. The securities account managers shall provide information to the shareholders on the deadlines for giving instructions to the securities account managers.

The Company shall not be liable for the performance of or the failure to perform the instructions given to the securities account manager. Shareholders may inspect and obtain information in respect of their registration in person (1074 Budapest, Rákóczi út 70-72., R-70 Office Building) - at the time as agreed previously via e-mail kelertesem@keler.hu - after identification. Closing the Share Register does not restrict the right of the persons registered in the Share Register to transfer their shares following the closing date. Transferring shares prior to the general meeting does not deprive the persons registered in the Share Register of their rights to participate in the general meeting and exercise their rights they are entitled to as shareholders.

The general meeting shall have a quorum if the holders of shares representing more than one-third of the voting rights are present. When determining the quorum, restrictions specified under Articles 10.1 and 10.2 of the Articles of Association shall be applied so that votes exceeding the 10% limit to which each shareholder is entitled shall be disregarded. Holders of registered ordinary shares shall be entitled to one (1) vote attaching to each „A" series share (ISIN: HU0000153937) with a par value of HUF 125 (i.e. one hundred and twenty-five Hungarian forints) each subject to the restrictions specified in the Articles of Association. The "B" series preference share (ISIN: HU0000068960) with a par value of HUF 1000 (i.e. one thousand Hungarian forints) entitles its holder to eight (8) vote in addition to the voting preference rights defined in the Articles of Associations.

Shareholders shall be entitled to participate in the general meeting either in person or through a proxy issued or by nominee (hereinafter collectively referred to as 'nominee') in accordance with the provisions of the Civil Code and Act CXX of 2001 on the Capital Market.

Shareholders may give a power of attorney in an **official form ('Proxy Card')** as defined in Article 13.6 of the Articles of Association. The form of the **Proxy Card**, comprising the proposed resolutions relating to the items on the agenda, may be downloaded from the website of the Company (https://molgroup.info/en/investor-relations/general-meeting#nav-authorisation-samples) from the day following the day of the official publication of the proposed resolutions.

The power of attorney for the nominee (including the power of attorney issued in the form of Proxy Card) shall be prepared in the form of a public document or a private document with full probative force taking into account any international agreement or reciprocity between Hungary (the Hungarian State) and the country where the document was issued. If the power of attorney is prepared in any language other than Hungarian a certified Hungarian translation thereof shall be attached. In case of shareholders other than natural persons, powers of representations of the persons signing the power of attorney or representing the shareholder in the general meeting shall be certified by appropriate original documents issued by a public authority or office (e.g. certificate of incorporation) or by a public notary. If the certification of the power of representation is in any language other than Hungarian a certified Hungarian translation thereof shall be attached.

The power of attorney (with the exception of the power of attorney issued in the form of Proxy Card) shall be deposited in accordance with Article 14.3 of the Articles of Association, at the latest during registration prior to the commencement of the general meeting. The power of attorney provided in the form of Proxy Card shall arrive to the address of the Company (1117 Budapest, Dombóvári út 28.) by 24 April 2024 at the latest.

In case of holders of depository receipts ('DRs') issued under a foreign law, The Bank of New York Mellon, as the issuer of such DRs, shall be entitled to exercise rights of representation according to the Deposit Agreement concluded between it and the Company. Holders of DRs will be entitled to exercise their voting rights by a Letter of Proxy issued in favor of The Bank of New York Mellon as depositary, in accordance with the Articles of Association of MOL, the Deposit Agreement and applicable laws and based on the draft resolutions sent by the Board of Directors of MOL to the DR holders via The Bank of New York Mellon. We request DR holders to obtain information on the detailed rules of procedure at the customer service of The Bank of New York Mellon (240 Greenwich Street, New York, NY 10286, Tel: +1 212 815 5021, Fax: +1 732 667 9098, email: mira.daskal@bnymellon.com).

Investor Relations Department of MOL Plc. will be pleased to be at your disposal for further information, as well (phone: +361 464 1395, email: investorrelations@mol.hu).

The registration i.e. the certification of the right to participate as shareholder (nominee) will take place at the venue of the general meeting between 8.00 a.m. and 9.30 a.m.

We kindly request our shareholders to apply for registration on time. Following the closing of the registration, shareholders and nominees not listed in the attendance list, but registered in the share register, are entitled to participate in the general meeting, however, such shareholders may not exercise their voting rights. Shareholders whose voting right is suspended according to Article 8.6. of the Articles of Association are also entitled to participate in the general meeting, however, such shareholders may not exercise their voting rights.

Pursuant to the Articles of Association no shareholder or shareholder group (as defined under Article 10.1.2. of the Articles of Association) may exercise more than 10% of the voting rights in the general meeting with the exception of the organization(s) acting at the Company's request as depositary or custodian for the Company's shares or securities representing the Company's shares. Exemption from this restriction on voting rights shall be applicable to any depositary bank or custodian only if it can verify that the final beneficiary(s) entitled to exercise the shareholders rights associated with the shares and securities in deposit is (are) not subject to the restrictions specified in the Articles of Association.

Information regarding the procedure of the general meeting:

Shareholders, proxies of the shareholders and other authorized persons may participate in the general meeting. Audio and video recordings shall be made on the whole general meeting and we maintain the right to broadcast the general meeting via the internet. The Company deems that the participants, by their presence, give their consent to such recordings. Shareholders and proxies of shareholders who does not give their above mentioned consent, may stay at the designated place of the general meeting. Shareholders, proxies of the shareholders and other authorized persons are entitled to comment on the agenda only after the chairman of the general meeting ('Chairman') has given the floor to that person. Comments can be made validly only with the use of microphone, only comments made such way shall be recorded in the minutes. Shareholders and proxies of shareholders wishing to comment are requested to announce their name, the name of the shareholder represented by them, and the number of the voting machine before each comment. The Chairman may, in justified cases, limit the time period of the comments relating to the agenda items up to 3 minutes. With regard to the comments, only questions in connection with the agenda item may be asked. Questions, lawfully referred by shareholders towards the Board of Directors, the Supervisory Board and to the auditor will be answered in the general meeting - within the legal framework - by the Chairman or by the appointed person or regarding the complexity of the question within reasonable time, in writing, published on the website of the Company.

The language of the general meeting shall be Hungarian, therefore the resolution proposals shall be made in Hungarian as well. The Board of Directors shall provide non-official English-Hungarian and Hungarian-English interpretation. With regard to the procedure of the general meeting the provisions of the Articles of Association of the Company and the Act V of 2013 on the Civil Code shall be applied.

Method of voting

The Board of Directors recommends machine electronic voting to be used at the General Meeting, regarding which detailed information shall be provided on the spot. The General Meeting shall first decide on the approval of the electronic voting system then elect the keeper of the minutes, the certifiers of the minutes with the official vote counters.

Summary of the number of shares and voting rights existing on the date of the convocation of the General Meeting

Composition of share capital of the Company on 21 March 2024:

Share series	ISIN Code	Par value (HUF/share)	Issued number	Total par value (HUF)
„A" series	HU0000153937	125	819,424,824	102,428,103,000
„B" series	HU0000068960	1,000	1	1,000
„C" series	HU0000065909	1,001	578	578,578
Share capital		-	-	102,428,682,578

Number of voting rights attached to the shares on 21 March 2024:

Share series	Issued number	Shares with voting rights	Voting right per share	Total voting rights	Number of treasury shares
„A" series	819,424,824	819,424,824	1	819,424,824	27,752,736
„B" series	1	1	8	8	0
„C" series	578	578	8.008	4,628.624	578
Total	-		-	819,429,460.624	-

No shareholder or shareholder group (as defined in Article 10.1.2 of the Articles of Association of the Company) may exercise more than 10% of the voting rights with the exception of the organization(s) acting at the Company's request as depository or custodian for the Company's shares or securities representing the Company's shares (the latter shall be exempted only insofar as the ultimate person or persons exercising the shareholder's rights represented by the shares and securities deposited with them do not fall within the limitations specified here below).

The "yes" vote of the holder of "B" series of share is required for decisions at the General Meeting on issues enlisted in Article 12.4 of the Articles of Association of the Company. In all other matters, in accordance with the nominal value of the "B" series share, such share entitles its holder for eight vote.

MANAGEMENT DISCUSSION AND ANALYSIS OF 2023 BUSINESS OPERATIONS

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1. OVERVIEW OF THE MACROECONOMIC AND INDUSTRY ENVIRONMENT

Macroeconomic environment

Global output growth proved unexpectedly resilient last year, despite the fact that the 3.1% annual growth rate remains below the historical (2000-2019) average of 3.8%.[1] At the start of 2023, declining real incomes, rapid and widespread monetary policy tightening and the gradual but steady phase out of fiscal transfers in advanced economies projected a much harder landing for the global economy. In contrast, inflation has declined more quickly than initially anticipated and energy support schemes have helped to cushion household incomes and underpin activity in many economies. Still, outcomes diverged across countries, with stronger than expected growth in the United States and many emerging-market economies, offset by a slowdown in most European countries. China's economy grew 5.2% in 2023, slightly more than the official target, but the recovery was far shakier than expected, with a deepening property crisis, mounting deflationary risks and muted domestic demand.

The rising momentum was not felt everywhere, with notably subdued growth in the Euro area, reflecting the continued adverse effects of the energy price shock, the lagged effect of tight monetary policy, weak consumer sentiment and global trade providing little support on the external side. Global trade growth in 2023 was the slowest outside global recessions in the past 50 years as the ending of the zero Covid-19 policy in China did not generate the hoped-for boost to exports. The high dependence of the German economy on the manufacturing sector and external demand kept its performance below average compared to the other Euro zone countries. Following a robust post-pandemic expansion in 2021 and 2022, GDP increased only by 0.5% in both the Euro area and the EU in 2023[2], with the energy-intensive industry sector suffering most from still elevated energy and feedstock prices and a weaker economy.

The Central and Eastern European (CEE) countries performed below expectations, mainly due to the recession in Germany. Although the share of exports to Germany declined over the last two decades, Germany remains the main trading partner of the region. In addition, in many of these countries, growth was driven by a decline in imports, primarily on account of the strong base effects resulting from the high level of imports seen the previous year, when energy concerns led to stockpiling. The energy situation has improved since last year, with reduced gas dependence and diversified sources.

The Hungarian economy mostly stagnated after the significant fall in H2 2022 and Q1 2023, resulting in a recession of -0.8% year-on-year in 2023. High inflation, tighter fiscal and monetary policies and sluggish external demand all contributed to the lower economic performance. Overall, the fall in domestic demand has been partly counterbalanced by the positive impact of net exports as imports of goods and services dropped at a steeper pace than exports last year.

Oil and natural gas market developments

Despite a brief surge above 90 USD/bbl in September and mid-October, Dated Brent crude prices have traded in the relatively narrow 70-90 USD/bbl range in 2023, averaging at 82.6 USD/bbl, 18% below the 101.3 USD/bbl average in 2022. The remarkable stability of oil prices came at the time when global markets had to adjust to new trade dynamics, with crude oil from Russia sustaining its destinations outside the EU, several surprise OPEC+ supply cuts during the year and intensifying geopolitical tensions in the Middle East after the outbreak of the Israel-Hamas war and the year-end Houthi attacks on shipping vessels in the Red Sea. The oil market was able to remain cold because fears of a wider geopolitical conflict and physical disruptions to supply were dominated by demand concerns and higher than expected non-OPEC supply growth, led by the U.S. throughout the year. With GDP growth below trend in major economies, global oil demand outlook growth slowed accordingly, with Europe making up more than half the decline. The impact of tighter monetary policies and decreasing real incomes fed through to the real economy while petrochemical activity shifted increasingly to China, undermining growth elsewhere. Europe has been particularly hit amid the continent's broad manufacturing and industrial recession.

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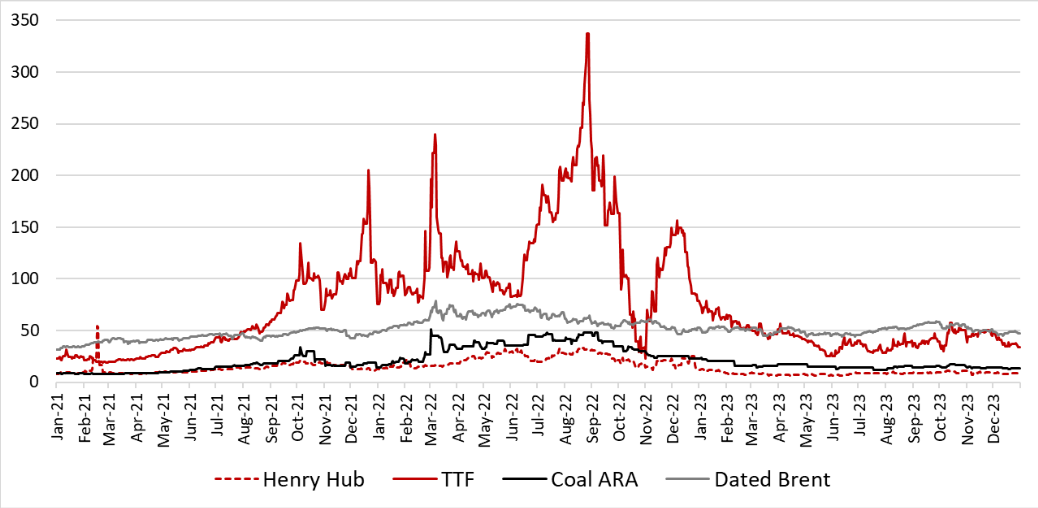
[1] IMF (2024): World Economic Outlook, January update.

[2] Eurostat Flash Estimate (January 2024).

Figure 1 Selected crude, natural gas and coal prices dtd (USD/MWh, 2021-2023, Bloomberg data)



The fall in European natural gas prices was even more striking, the average price of TTF (Title Transfer Facility), Europe's largest gas trading hub, dropped from an average of 130.9 EUR/MWh in 2022 to 41.3 EUR/MWh in 2023 (-68%). Despite the continuous downward trend in 2023, European prices remained overly reactive to even small changes in supply availability during the year, suggesting that the market continued to be fragile even amid consistently comfortable storage filling rates, low industrial gas demand and warmer temperatures. In the absence of enough flexible new supply, the lost Russian pipeline volumes triggered a painful demand side adjustment in the short-term. European gas demand dropped by over 100 bcm in just two years, falling to its lowest level since 1995. Following a 13% (or 70 bcm) drop in 2022, gas consumption fell by another 7% (or 35 bcm) in 2023. All sectors contributed to these declines, although the drivers have markedly shifted from one year to the other. In contrast with 2022, the demand reduction in 2023 was largely driven by the power sector, as the rapid expansion of renewables, together with improving nuclear availability reduced the call on gas-fired power plants. In addition, mild winter weather together with gas-saving efforts continued to weigh on gas use in the residential and commercial sectors. Industry, which suffered the steepest decline in 2022, moved towards a gradual recovery in the second half of 2023, as lower price levels incentivised higher operating rates, including the more energy-intensive industrial sectors.

Downstream

Although refinery runs remained stronger than expected in 2023, total year runs for the last year averaged around the same level as in 2022 in Europe while global refinery throughputs finally returned to their pre-pandemic, 2019 levels, led by new Chinese and Middle East capacities. While not returning to the extreme highs of 2022, margins stayed steady, supported by resilient gasoline demand and elevated diesel crack spreads as OPEC+ supply cuts squeezed supplies of medium crude oil grades characterized by relatively higher middle distillate yields. The diesel shortage has been a worldwide phenomenon, with stocks well below the five-year average in most regions including the U.S., ARA ports in Europe, and Singapore. In Europe, the lost access to Russian medium crude and increased processing of lighter U.S. and North Sea grades might have limited crude distillation runs despite the strong margin environment.

European petrochemicals were hit by the perfect storm of sustained production cost rise last year, collapsing demand and intensifying import pressure due to global overcapacity. In 2023, China completed more than 20 petrochemical projects, pushing its global share of petrochemical capacity up to 25%. The decrease in competitiveness of European assets has been exaggerated by the U.S. Inflation Reduction Act, which reduced operational expenses for U.S. players and attracted producers to relocate overseas despite the announcement of the Green Deal Industrial Plan to counter U.S. subsidies and prevent an exodus of industrial activity from Europe.

Macro figures (average)	FY 2023	FY 2022	Ch %
Brent dated (USD/bbl)	82.6	101.3	(18)
Ural Blend (USD/bbl)(15)	64.3	75.1	(14)
Brent Ural spread (USD/bbl)(5)	(19.2)	(24.9)	(23)
TTF gas price (EUR/MWh)	41.3	130.9	(68)
Premium unleaded gasoline 10 ppm (USD/t)(11)	856.4	1,004.6	(15)
Gas oil – ULSD 10 ppm (USD/t)(11)	828.9	1,054.7	(21)
Naphtha (USD/t)(12)	602.9	722.5	(17)
Fuel oil 3.5 (USD/t)(12)	427.4	457.2	(6)
Crack spread – premium unleaded (USD/t)(11)	231.2	238.1	(3)
Crack spread – gas oil (USD/t)(11)	203.7	288.3	(29)
Crack spread – naphtha (USD/t)(12)	(22.3)	(44.0)	(49)
Crack spread – fuel oil 3.5 (USD/t)(12)	(197.7)	(309.3)	(36)
Crack spread – premium unleaded (USD/bbl)(11)	20.2	19.3	5
Crack spread – gas oil (USD/bbl)(11)	28.6	40.3	(29)
Crack spread – naphtha (USD/bbl)(12)	(14.9)	(20.1)	(26)
Crack spread – fuel oil 3.5 (USD/bbl)(12)	(15.1)	(29.1)	(48)
MOL Group refinery margin UPDATED (USD/bbl) (10)	9.0	8.4	n.a.
Complex refinery margin (MOL + Slovnaft) UPDATED (USD/bbl) (10)	9.3	8.9	n.a.
Ethylene (EUR/t)	1,205.8	1,412.7	(15)
Butadiene-naphtha spread (EUR/t)	291.8	567.7	(49)
MOL Group petrochemicals margin (EUR/t)(9)	285.8	480.9	(41)
MOL Group Variable petrochemicals margin (EUR/t)	143.5	242.4	(41)
HUF/USD average	353.3	373.1	(5)
HUF/EUR average	382.0	391.3	(2)
3m USD LIBOR (%)	5.01	1.64	na
3m EURIBOR (%)	3.43	0.35	na
3m BUBOR (%)	14.30	9.97	na

Macro figures (closing)	FY 2023	FY 2022	Ch %
Brent dated closing (USD/bbl)	77.6	81.3	(5)
Urals blend closing (USD/bbl)	63.8	48.5	31
HUF/USD closing	346.4	375.7	(8)
HUF/EUR closing	382.8	400.3	(4)
MOL share price closing (HUF)	2,826	2,602	9

Notes and special items are listed in Appendix I and II.
Historical macro figures are available in the annual Data Library on the company's website.

2. INTEGRATED CORPORATE RISK MANAGEMENT

As an operator in a high-risk industry MOL Group is committed to manage and maintain its risks within acceptable limits.

The aim of MOL Group Risk Management is to keep the risks of the business within acceptable levels and safeguard the resilience of its operations as well as the sustainable management of the company. For this purpose, as an integral part of our corporate governance structure, MOL Group has developed a comprehensive Enterprise Risk Management (ERM) system which focuses on the organisation's value creation process, meaning factors critical to the success and threats related to the achievement of objectives but also occurrence of risk events causing potential impact to people, assets, environment or reputation. Within the ERM framework all significant risks throughout the whole Group are identified, assessed, evaluated, treated and monitored, covering all business and functional units, geographies as well as projects, taking into consideration multiple time horizons.

Regular risk reporting to top management bodies, including the Board of Directors with its committees provides oversight on overall the risk profile and the largest risks as well as assurance that updated responses, controls, and appropriate mitigation actions are set and followed.

The Group faces financial, operational and strategic risks, including but not limited to the below.

Risks/processes	Risk description	Risk mitigation methods
Market and financial risks		
Commodity price risk	The Group is exposed to commodity price risk on both the purchasing side and the sales side. The main commodity risks stem from its long positions in crude oil, refinery margin and petrochemical margin.	• Integrated business model • Continuous monitoring • When necessary, commodity hedging instruments to mitigate other than 'business as usual' risks or general market price volatility
Foreign exchange (FX) risk	The Group has FX exposure due to mismatch of currency composition of cash inflows and outflows, investments, debts.	• Monitoring FX risk and balancing the FX exposures of the operating & investment cash flow with the financing cash flow exposures when necessary and optimal
Interest rate (IR) risk	MOL Group has a mixture of floating and fixed interest rate debts. Floating rate debt are subject to interest rate changes.	• Continuous monitoring • Adequate mix of funding portfolio • When necessary, interest rate swap hedging instruments to mitigate risks
Credit risk	MOL Group provides products and services with deferred payment terms to eligible customers which exposes it to credit risk.	• Diversified customer portfolio • Customer evaluation model, continuous monitoring • Group-wide credit insurance program
Financing/Refinancing risk	MOL Group has significant debt outstanding. Inability to refinance those or inability to draw down funds could cause liquidity problems.	• Diversified funding sources/instruments • Diversified, balanced, and decently long maturity profile • Investment grade rating (BBB-) supports smooth capital markets access
Operational Risks		
Physical asset and process safety and equipment breakdown risk	Process Safety Event (Major Industrial accident) due to loss of mechanical integrity, technical, technological or operational issues, process maintenance difficulties, lack of competent human resources.	• Comprehensive HSE activities, a group-wide Process Safety Management system including asset related operational risk management process • Preventive & Predictive maintenance (Uptime program) with thorough equipment criticality assessment behind • Group-wide insurance management program
Crude oil and gas supply risk	Crude supply disruption (insufficient quantity or quality) can disrupt refineries and petchem sites continuous operation.	• Crude oil-supply diversification strategy implemented; • Emergency reserves available

Critical material, equipment or service supply risk	Disruption in critical (raw) materials and/or equipment and/or services may cause delays in operation and/or increase costs	• Stock management • Supplier management • Sourcing and supply chain diversification
Exploration & Production reserve replacement	Higher than expected decline and failure to replace reserves.	• Production optimization programs and organic reserve replacement activities are both focus areas of Exploration & Production operations
Cyber risk	Global trends showing steadily growing frequency and intensity of Cyber-attacks / incidents. AI is a new global threat which is widely used by attackers as well as more specified Cyber Crime Groups targeting Industrial Control System's weaknesses, which may have increasing economic impact and relevance on MOL Group. Ukraine War significantly reduce Russian and Ukraine hacker group activities as they focus on war, significant investment on attacking methods by all stakeholders, furthermore these grown capabilities could lead to huge impact on the future.	• Continuous improvement of cyber security capabilities • Continuous supervision of cyber security risks (Group and opco level) ensuring the protection of the confidentiality, integrity and availability of data • Cyber security is built into all the MOL Group products and services • Continuous education of employees and partners.
Fraud Risk	Fraudulent activities (external & internal fraud) may cause significant financial and reputational losses	• Control functions on local and group level • Anti-Fraud Awareness (Newsletter, Mandatory trainings) • Anti-Fraud & Investigation procedures, dedicated Team
Pandemic Risk	Pandemics may significantly adversely affect the Group's business environment, including price and demand on the Group's products and services, availability of contractors, subcontractors as well as raw materials, creditworthiness of credit customers, availability of the Group's key personnel.	• Crisis Management plans in place • Our Group Pandemic Preparedness Framework methodology instruction was issued in January 2023, summarizing not only the WHO general approach but entire MOL Group internal experiences of last 2-3 years, ensuring a life-proof and working framework to manage any possible further endemic/ pandemic situations. • Continued and sustainable practices defined, adjusted to country local measures and company internal circumstances
Strategic risks		
Regulatory and sanctions risk	MOL has significant exposure to a wide range of laws, regulations and policies on the global, the European and the individual country level, that may change significantly over time and may even require the Group to adjust its core business operation.	• Continuous monitoring of new regulations and sanctions • Strengthened compliance process • Participation in legislative processes, consultations • Adopting MOL strategy in response to changes
Country risk	The international presence of MOL Group contributes to diversification but also exposure to country specific risk at the same time. Government actions may be affected by the elevated risk of economic and, in some regions, (geo)political crisis, increasing their impact on MOL's operations.	• Continuous monitoring of the (geo)political risk, compliance with local regulations and international sanctions • Investment opportunities are valuated with quantifying of country risk in discount rate
Reputation risk	MOL, as a major market player and employer in the region with a sizeable operational footprint, operates under special attention from a considerable number of external stakeholders.	• Stakeholder governance processes introduced to monitor and adjust to any reputational risks
Climate change risk	Transition and physical risks associated with climate change have the potential to negatively impact MOL's current and future revenue streams, expenditures, assets and financing.	• MOL Group's transformational strategy • Several operational steps taken to mitigate physical risks emanating from climate change (see TCFD disclosure)
Capex Project Execution Risk	Projects are delayed or less profitable than expected or unsuccessful for numerous reasons, including cost overruns, higher raw material or energy prices, longer lead time in equipment deliveries, limited availability of contractors and execution difficulties.	• Disciplined stage gate process across Capex project pipeline • Dedicated team to identify risks at earlier stages, plan for mitigation or avoidance by linking potential risks with schedule and budget to build

		realistic estimates and following it up through the project lifecycle • Supplier selection criteria, audits
Human Capital Risk	The Group's ability to implement its 2030+ Strategy is dependent on the capabilities and performance of its people, management, experts and technical personnel. Unavailability of skilled workforce may lead to disruptions in the operation.	• HR framework to attract, develop, reward and retain employees • Capability development for all employee levels to ensure future-proof skillset • Intergenerational collaboration to enhance internal knowledge transfer • Focus on digital transformation, and employee experience • Developing innovative and collaborative culture • Working environment and conditions framework in order to attract and retain diverse talents

ESG risks are covered and considered as part of the following topics (including but not limited to): Climate Change, Human Capital, Physical asset and process safety and equipment breakdown risk, Cyber Risk, Fraud Risk, Pandemic Risk, Regulatory and sanctions risk.

Risk Review Process in 2023

Risk owners in the Group identified, analysed and evaluated their major risks during 2023 – both on medium-term and long-term time horizon - and defined and/or updated the relevant mitigation plans where it has been necessary. Risk reports have been discussed by the Finance and Risk Management Committee of the Board of Directors and the Audit Committee.

Due to continued geopolitical tension in 2023, the Group still considers related risks, such as sanctions, regulatory as well as supply-related risks, elevated and implements mitigation measures.

Supply-related risks: The Group has elaborated the crude diversification strategy; alternative crude slate was defined, relevant capex projects defined and started. Supply chain difficulties have been addressed, mitigated by stock, supply chain and supplier management actions.

Regulatory and sanctions risks: MOL Group has been continuously and closely monitoring the sanctions, countersanctions and strengthened the compliance processes. In several countries where the Group operates, various forms of government interventions in energy markets took place (margin caps, new taxes, government takes), which had material financial impact on the Group.

Main risk management tools

As described above, as a general risk management framework, we operate an Enterprise Risk Management system.

Hedging Policy: to ensure the profitability and the financial stability of the Group, financial risk management is in place to handle short-term, market related risks. Commodity price risks are measured regularly by using a complex model based on advanced statistical methods and are managed – if and when necessary - with hedging measures.

Insurance Policy: transferring the financial consequences of our operational risks is done by insurance management, which represents an important risk mitigation tool to cover the most relevant exposures and liabilities arising out of our operations. Insurance is managed through a joint program for the whole Group to exploit considerable synergy effects.

Crisis and Business Continuity Management: following best industry practice and focusing on low probability high potential risks that could disrupt our operations, value chain and cash generation, MOL Group has implemented and is currently working to integrate a crisis management and business continuity program in order to reduce recovery times within tolerable limits for processes critical to our business.

TCFD disclosure on Risk Management

Climate change related risks are covered within the ERM framework, both in the long-term and mid-term risk review process.

Top-down approach is taken to identify and assess risks affecting the long-term strategy of the Group. Climate change risk, including transition and physical risks are assessed, together with mitigation plans within the strategic risk review process. Oversight of management of such risks sits with executive leadership, while operative leaders directly reporting to executive leadership are nominated as risk owners, who are responsible for assessment, mitigation of these risks. Strategic risk reports are discussed by the Finance and Risk Management Committee of the Board of Directors.

Within the bottom-up mid-term risk process several climate change related individual risks (regulatory changes, demand for fossil fuels, legal risks, risks on physical assets) are and may be identified and reviewed regularly. Various organizational levels and geographies are involved in the process, with the aim of covering all material risks, including climate related ones. Operative managers are nominated as risk owners, being responsible for assessing and mitigating the relevant risks. Aggregated, consolidated risk report is discussed by the Finance and Risk Management Committee of the Board of Directors.

Risk owners, with the involvement of subject matter experts, assess risks taking into consideration the probability of occurrence and the potential impact on the Group's objectives. Depending on the level of risk tolerance for the Group, risk owners work out the appropriate mitigation plans.

MOL Group's ESG risk management activity is evaluated by several ESG ratings (including MSCI, CDP, Sustainalytics, Ecovadis) which proves the high performance based on industry benchmarks.

Climate-related aspects are part of corporate processes: MOL Group measures the carbon footprint of its products, as well as ESG indicators are integrated into the management remuneration scheme (e.g. TRIR, Sustainable GHG emission reduction, and other relevant strategic objectives). The GHG emission estimates are essential part of project planning and approval documents. In parallel, a monitoring system has been operated to register and forecast project-related GHG emissions.

Identified climate change related risks

- Identified **transition risks** include a) **policy and legal risks** (actions that attempt to constrain activities that contribute to climate change and/or actions that encourage adaption/limitation of climate change, including stricter emission rules and carbon pricing), b) **technological risks** (innovation that supports transition to a low carbon world, including increasing efficiency and lower consumption in transportation), c) **market risks** (shift in supply/demand for certain products and services due to changes in customer preferences: decline in demand for the fossil fuel, and technology), and d) **reputational risks** (stakeholder pressure). MOL Group's long-term strategy seeks not only to **mitigate risks** associated with the transition to a low carbon economy, but to capitalize on opportunities created by it.

- Identified **physical risks** include a combination of both **acute risks** (extreme rainfall and flooding), as well as **chronic risks** (extreme heat, fluctuating water levels and drought). If any of these events were to occur, they could have an adverse effect on the Group's assets, operations and staff. MOL Group has incurred and is likely to continue incurring additional costs to protect its assets, operations and staff from physical risks. To the extent such severe weather events or other climate conditions increase in either frequency, severity or both, MOL Group may be required to adjust its operations and incur costs that could adversely affect its financial position.

  MOL Group operates Risk Engineering program, where the potential impacts of water-related events analysed in main Downstream sites. Below is presented a high level overview of physical and water related risks.

<table>
<tr><th>Physical risks</th><th colspan="2">Risk description</th><th>Risk mitigation</th></tr>
<tr><td rowspan="5">Flood Risk & Sea Level Rise</td><td colspan="3">Major Downstream sites are located near to rivers, sea. Flood risk level is considered as low, as the sites' parameters/design provides enough mitigation capacities (which is supported by risk engineering reports): insurance cover is in place.</td></tr>
<tr><td>Danube Refinery</td><td>The refinery site borders the River Danube, and the site is far above the sea level.</td><td>The site process is far above the river level, and the site is located outside of a river flood hazard area.</td></tr>
<tr><td>MOL Petrochemicals Tiszaújváros</td><td>The site is located about 1 km west of the Tisza River, and the site is far above sea level.</td><td>Control measures in place that would allow for the sacrificial flooding of nearby agricultural land to manage this risk.</td></tr>
<tr><td>Bratislava Refinery</td><td>The site's western perimeter is approximately 0.8 km from the River Danube, and the site is far above the sea level.</td><td>No event so far (in 2022 flood, site was 1 m above highest water level). Gates in industrial water inflow/outflow canal, emergency & Crisis management plans, possibility of employing mobile flood defences.</td></tr>
<tr><td>Rijeka Refinery</td><td>The site is located on the Adriatic Sea, with the minimum elevation being 4 m above mean sea level.</td><td>There are no rivers or creeks in the area.</td></tr>
<tr><td>Fluctuating water level, drought risk</td><td colspan="2">In case of drought event low level of Duna/Tisza rivers may hinder barge transport.
Very low level of Danube/Tisza may lead to lack of industrial water supply from the river.</td><td>Railroad transportation can be applied as an alternative transport.
Monitoring, review of the system's capability, investment plan to recycle the waste water</td></tr>
<tr><td>Extreme rainfall</td><td colspan="2">Water collecting pits may overflow in extreme rainfalls which may lead to contamination of receiving water body.</td><td>Site reviews and mitigation actions (e.g. channel connection supervision, regular cleaning of collecting chambers) are in progress.</td></tr>
</table>

Earthquake	Certain assets of the Group are located on earthquake area.	Crisis plans and insurance cover are in place.
Extreme windstorm	Heavy windstorm can lead to property damage, electricity supply disruption.	Crisis plan in place, island-mode power supply to be implemented
Forest fire	Forest fires close to service stations may lead to property damage, injury	Regular mandatory drills, availability of local or own firefighting brigade
Extreme drought	Extreme drought may result in vegetation fire near to flares	Mandatory fire safety training, extinguishing drills, fire simulation drills

3. FINANCIAL AND OPERATIONAL OVERVIEW OF 2023

	HUF billion			USD million		
Summary of results	**FY 2023**	**FY 2022**	**Ch %**	**FY 2023**	**FY 2022**	**Ch %**
Net sales	8,908.5	9,868.2	(10)	25,217	26,331	(4)
EBITDA	1,149.3	1,734.6	(34)	3,235	4,600	(30)
EBITDA excl. special items[1]	**1,123.7**	**1,734.6**	**(35)**	**3,162**	**4,600**	**(31)**
Clean CCS-based EBITDA [1] [2]	**1,098.4**	**1,774.0**	**(38)**	**3,093**	**4,702**	**(34)**
Profit from operation	677.6	1,259.1	(46)	1,898	3,337	(43)
Profit from operation excl. special items[1]	**722.8**	**1,253.1**	**(42)**	**2,026**	**3,307**	**(39)**
Clean CCS-based operating profit [1] [2]	**697.5**	**1,292.4**	**(46)**	**1,957**	**3,410**	**(43)**
Net financial gain / (expenses)	12.5	(74.3)	n.a.	36	(206)	n.a.
Net profit attributable to equity holders of the parent	**530.4**	**628.3**	**(16)**	**1,484**	**1,662**	**(11)**
Operating cash flow before change in working capital	667.3	1,871.1	(64)	1,842	5,005	(63)
Operating cash flow	754.0	1,388.7	(46)	2,138	3,557	(40)
EARNINGS PER SHARE						
Basic EPS, HUF	715.0	851.0	(16)	2.0	2.3	(11)
Basic EPS excl. special items, HUF [1]	786.7	824.0	(5)	2.2	2.2	2
INDEBTEDNESS						
Simplified Net debt/EBITDA	0.59	0.30	-	0.59	0.30	-
Net gearing[4]	14%	11%	-	14%	11%	-

KEY FINANCIAL DATA BY BUSINESS SEGMENTS

	HUF billion			USD million		
Net Sales (HUF mn) [3] [6]	**FY 2023**	**FY 2022**	**Ch %**	**FY 2023**	**FY 2022**	**Ch %**
Upstream	723.9	1,231.1	(41)	2,043	3,272	(38)
Downstream	7,210.7	9,066.2	(20)	20,410	24,189	(16)
Gas Midstream	141.5	214.4	(34)	400	577	(31)
Consumer Services [13]	3,634.8	3,255.3	12	10,295	8,657	19
Corporate and other	508.9	306.3	66	1,441	810	78
Total Net Sales	**12,219.8**	**14,073.2**	**(13)**	**34,589**	**37,505**	**(8)**
Intersegment transfers[7]	(3,311.3)	(4,205.1)	(21)	(9,372)	(11,174)	(16)
Total external net sales from cont.op.	8,908.5	9,868.2	(10)	25,217	26,331	(4)
Total external net sales from discont.op.	-	119.0	(100)	-	323	(100)
Total External Net Sales[6]	**8,908.5**	**9,987.1**	**(11)**	**25,217**	**26,654**	**(5)**

EBITDA	**FY 2023**	**FY 2022 restated**	**Ch %**	**FY 2023**	**FY 2022 restated**	**Ch %**
Upstream	365.5	827.5	(56)	1,026	2,212	(54)
Downstream	490.2	804.8	(39)	1,375	2,127	(35)
Gas Midstream	93.8	61.0	54	265	163	63
Consumer Services [13]	244.8	121.2	102	695	320	117
Corporate and other	(60.0)	(66.4)	(10)	(172)	(181)	(5)
Intersegment transfers[7]	15.0	(13.6)	n.a.	46	(41)	n.a.
TOTAL EBITDA from cont.op.	1,149.3	1,734.6	(34)	3,235	4,600	(30)
Total EBITDA from discont.op.	(2.5)	193.6	n.a.	(8)	513	n.a.
Total EBITDA	**1,146.8**	**1,928.3**	**(41)**	**3,227**	**5,113**	**(37)**

	HUF billion			USD million		
Depreciation	**FY 2023**	**FY 2022**	**Ch %**	**FY 2023**	**FY 2022**	**Ch %**
Upstream	126.8	213.6	(41)	358	558	(36)
Downstream	161.1	168.7	(5)	457	454	1
Gas Midstream	17.4	16.7	4	49	45	9
Consumer Services	122.8	44.7	175	349	119	193
Corporate and other	44.5	33.3	34	126	90	40
Intersegment transfers[7]	(1.0)	(1.5)	(36)	(2)	(3)	(33)
Total depreciation from cont.op.	471.7	475.5	(1)	1,337	1,263	6
Total depreciation from discont.op.	-	(17.3)	(100)	-	(50)	(100)
Total Depreciation	**471.7**	**458.2**	**3**	**1,337**	**1,213**	**10**

Operating Profit	**FY 2023**	**FY 2022**	**Ch %**	**FY 2023**	**FY 2022**	**Ch %**
Upstream	238.7	613.9	(61)	667	1,654	(60)
Downstream	329.1	636.1	(48)	919	1,673	(45)
Gas Midstream	76.4	44.3	72	216	118	83
Consumer Services [13]	122.0	76.6	59	346	201	72
Corporate and other	(104.5)	(99.7)	5	(298)	(271)	10
Intersegment transfers[7]	15.9	(12.1)	n.a.	48	(38)	n.a.
Total operating profit cont.op.	677.6	1,259.1	(46)	1,898	3,337	(43)
Total operating profit discont.op.	(2.5)	210.9	n.a.	(8)	563	n.a.
Total Operating Profit	**675.1**	**1,470.0**	**(54)**	**1,890**	**3,900**	**(52)**

EBITDA Excluding Special Items[1]	**FY 2023**	**FY 2022**	**Ch %**	**FY 2023**	**FY 2022**	**Ch %**
Upstream	339.9	827.5	(59)	953	2,212	(57)
Downstream	490.2	804.8	(39)	1,375	2,127	(35)
Downstream - clean CCS-based[2]	472.4	848.4	(44)	1,328	2,240	(41)
Gas Midstream	93.8	61.0	54	265	163	63
Consumer Services [13]	244.8	121.2	102	695	320	117
Corporate and other	(60.0)	(66.4)	(10)	(172)	(181)	(5)
Corporate and other – clean CCS-based[2]	(67.4)	(70.6)	(5)	(193)	(193)	0
Intersegment transfers[7]	15.0	(13.6)	n.a.	46	(41)	n.a.
Total - clean CCS-based[2]	**1,098.4**	**1,774.0**	**(38)**	**3,093**	**4,702**	**(34)**
Total EBITDA excluding special items cont.op.	**1,123.7**	**1,734.6**	**(35)**	**3,162**	**4,600**	**(31)**
TOTAL EBITDA excluding special items discont.op.	**(2.5)**	**193.6**	**n.a.**	**(8)**	**513**	**n.a.**
Total EBITDA Excluding Special Items	**1,121.2**	**1,928.3**	**(42)**	**3,154**	**5,113**	**(38)**

	HUF billion			USD million		
Operating Profit Excluding Special Items	**FY 2023**	**FY 2022**	**Ch %**	**FY 2023**	**FY 2022**	**Ch %**
Upstream	216.8	598.6	(64)	605	1,600	(62)
Downstream	329.1	645.3	(49)	919	1,697	(46)
Gas Midstream	76.4	44.3	72	216	118	83
Consumer Services	183.3	76.6	139	521	201	159
Corporate and other	(98.6)	(99.7)	(1)	(282)	(271)	4
Intersegment transfers(7)	15.9	(12.1)	n.a.	47	(38)	n.a.
Total operating profit excluding special items cont.op.	722.8	1,253.1	(42)	2,026	3,307	(39)
Total operating profit excluding special items discont.op.	(2.5)	210.9	n.a.	(8)	563	n.a.
Total Operating Profit Excluding Special Items	**720.3**	**1,464.0**	**(51)**	**2,018**	**3,870**	**(48)**

Capital Expenditures	**FY 2023**	**FY 2022**	**Ch %**	**FY 2023**	**FY 2022**	**Ch %**
Upstream	129.6	141.0	(8)	367	375	(2)
Downstream	223.0	268.8	(17)	634	720	(12)
Gas Midstream	12.4	11.6	7	35	30	18
Consumer Services	181.3	250.5	(28)	525	654	(20)
Corporate and other	75.4	89.0	(15)	215	237	(9)
Intersegment transfers(7)	(3.0)	(1.7)	76	(9)	(5)	89
Total	**618.7**	**759.2**	**(19)**	**1,767**	**2,012**	**(12)**

Notes and special items are listed in Appendix I and II.

3.1. KEY ACHIEVEMENTS AND SUMMARY OF 2023 RESULTS

In 2023, MOL reached Clean CCS EBITDA of HUF 1,098.4bn (USD 3,093mn), 38% lower in HUF terms than in the previous year and significantly exceeding the original capital market guidance of around USD 2.5bn. Operating cash flow was burdened by income tax payments amounting to HUF 455.5bn (USD 1,306mn), partly offset by working capital release of HUF 86.7bn (USD 296mn); accordingly operating cash flow generation after working capital arrived at HUF 754.0bn (USD 2,138mn) in 2023. Government interventions such as fuel price regulations and windfall taxation across the CEE burdened results by ca. USD 1bn on EBITDA level in 2023.

Key Financial Highlights

- Upstream segment's EBITDA, excluding special items, reached HUF 339.9bn (USD 953mn) in 2023, representing a 59% decrease compared to 2022 on the back of normalising oil and gas prices.
- In 2023, Downstream generated HUF 472.4bn (USD 1,328mn) Clean CCS EBITDA, which is 44% below the previous year's performance. The lower result was attributable to the narrowing of the Brent-Ural spread, the significant decrease in petrochemical margins, and the higher incidence of extra government takes in Hungary such as the Brent-Ural tax and the revenue-based extra tax.
- Consumer Services EBITDA increased by 102% in 2023, reaching HUF 244.8bn (USD 695mn) as the fuel station networks in Poland and Slovenia were integrated in 2023, non-fuel margins continued increasing organically, and 2022 fuel price regulations were discontinued in 2023 in various CEE countries.
- Gas Midstream reached HUF 93.8bn (USD 265mn) EBITDA in 2023, representing an increase of 54% compared to 2022, driven by rising cross-border capacity demand and changes of regulated tariffs evolved favourable as well mostly in line with rising costs.
- Total CAPEX spending reached HUF 618.7bn (USD 1,767mn), indicating a decrease of 19% year-on-year, reflecting mainly less acquisitions completed in 2023 than in 2022. Looking at organic CAPEX, the 2023 figure came in 7% lower than in 2022, mainly due to the Company's cautious approach in an uncertain environment.
- Operating Cash Flow before Working Capital decreased by 64% year-on-year to HUF 667.3bn (USD 1,842mn), whilst a considerable working capital release drove operating cash flow generation to HUF 754.0bn (USD 2,138mn) in 2023.
- Indebtedness on a Net Debt/EBITDA basis rose to 0.59x from 0.30x, since operational cash flow generation could not fully cover organic and inorganic CAPEX spending, as well as the income taxes paid and also the record high dividend distributed in 2023.

Key Operational Highlights

- Annual oil and gas production reached 90.4 mboepd in 2023, meeting the annual guidance of ~90 mboepd. First gas was announced in December 2023 in Kazakhstan, expected to be adding to the Group's production significantly in 2024.
- The Consumer Services network grew to 2,421 stations mainly through the completion of the acquisition in Slovenia. The expansion of its non-fuel concept also continued, with a total 1,253 Fresh corners in place by year-end 2023.
- MOL steps up in the circular economy concept:
    - MOL acquired the largest biogas plant in Hungary in May
    - MOL's waste management concession commenced in July
    - Geothermal licenses won in Hungary and Croatia
- ESG achievements:
    - MSCI confirmed MOL's AA rating for the sixth year in a row.
    - MOL maintained its B rating of the CDP climate management survey.
- Key group financial and operational figures and historical financial statements are available in the annual Data Library on the company's website.

3.2. CORPORATE STRATEGY

Amidst evolving regulatory landscapes and shifting consumer and industrial preferences, MOL Group formulated its 15-year strategy in 2016, focused on a gradual transition towards meeting the demands of a low-carbon economy. While reaffirming the fundamental principles of its strategic evolution set out in 2016, MOL Group introduced a more ambitious array of transformational initiatives in its revised "2030+ Shape Tomorrow" strategy in 2021.

After the end to COVID, and a year of upheaval in the oil and gas industry in 2022, 2023 showed normalization both globally and in the Central Eastern European region. At the same time, increased geopolitical tension and the regulatory push to accelerate the green transition have been shaping the year's performance and the outlook. To adapt to the developments of the external environment, MOL decided it would be the right time to review its strategy, which was published in March 2024.

Shape Tomorrow strategy

In its updated "Shape Tomorrow" strategy, MOL's climate neutrality commitment remains unabated. Learning from the challenges posed by the COVID-19 pandemic and geopolitical crises, MOL specified a more precise transition path until 2030, ambitioning eventually net climate neutrality by 2050. The transition path builds on the above-average growth trajectory expected in CEE economies and MOL's ambition to retain or increase its presence in this area in its traditional wholesale and retail markets. This resilient growth model is foreseen to be maintained over the strategic horizon to 2030 and is the main engine to fund the transition.

Perhaps the most closely watched transition indicator for the sector is the path of emission reduction. By 2023, MOL has been able to reduce its Scope 1 & 2 CO2 emissions by 10% since 2019 on a like-for-like basis, in line with the transition path set out in its earlier strategy setting out a like-for-like emission reduction of 30% between 2019 and 2030. Emissions reduction targets have also evolved, with a more ambitious aim to achieve 25% less emissions in 2030 compared to the base year of 2019 for Scope 1 & 2 emissions on absolute terms. The 25% emission reduction target, set out in line with EU reporting regulations on an absolute basis, is a more ambitious transition goal as it translates to a 33% reduction target on a like-for-like basis, above the 30% set out in the 2021 strategy. The updated strategy also indicates expectations with regards to Scope 3 emissions for the first time, which is foreseen to indicate 5-10% decrease between 2019-2030 on absolute terms, depending primarily on the development of the regional fossil fuel demand.

MOL also set out a new path with regards to investments needed to achieve its green transition ambitions: between 2025-2030, ca. 30-40% of MOL's CAPEX budget will be allocated to low-carbon initiatives. However, MOL remains conservative with regards to its CAPEX budget and expects that organic investments will amount to USD 1.9 bn on average in 2025-2030 in real terms, a notch higher than the USD 1.8 bn average in 2018-2023.

The revised Shape Tomorrow strategy enables MOL to maintain a conservative approach to indebtedness while offering competitive returns to shareholders. The commitment to prudent financial management is to be upheld, providing ample financial headroom for the Company to execute its strategic goals.

Segments contribution to the strategy

Recognizing the shift away from traditional fossil fuels, the Downstream segment has been deeply involved in transition since 2016. Downstream's focus areas are expanding with circularity and sustainable solutions, including petchemization, biofuel, green hydrogen and biogas. Additionally, the commitment was reiterated to diversifying the crude mix to enhance energy security.

Downstream will be the segment most affected by the Group's higher reliance on renewable energy sources, with the Group's consumption aimed at ca. 2,500 GWh by 2030. MOL will be selective with regards to how much of this consumption will be generated in-house or bought from the market, depending on long-run return profiles and synergies to be exploited.

MOL's entry into the waste management business in 2023 aims at no less than transforming waste collection and utilization in Hungary, and aligns with EU guidelines and supports the circular economy concept. In 2023, MOL already took a large step towards attaining these goals by preparing to introduce the Deposit Refund System, which commences in two waves in 2024. By 2030, MOL's waste management arm aims to provide 1.5 million tons of waste-based feedstock to the Hungarian industry, including MOL's downstream business.

The Consumer Services segment continues its transformation into a digitally driven consumer retailer and integrated mobility provider. The aim is to introduce multi-purpose service stations, shift towards customer-driven operations, and become a leading mobility provider in the region. With the EBITDA target of 700 mn USD for 2025 practically achieved already in 2023, the new ambition for the segment is reaching USD 1 billion EBITDA by 2030.

The Upstream segment remains a key cash generator for the Group. Average daily production is expected north of 90 thousand barrels of oil equivalent, with unit direct production costs between 6-8 USD/boe by 2025-2030. The focus in the CEE region will be on production and infrastructure optimization and enhanced hydrocarbon recovery in order to keep production levels high and mitigate the supply security concerns in the region. Moreover, deploying low-carbon technologies such as geothermal, lithium extraction, methane emission reduction, and carbon capture, utilisation and storage will be also high on the agenda in the region over the strategic horizon. With regards to Upstream's international portfolio, assets will continue to be managed actively, with return metrics and time-to-market expectations driving changes in the portfolio composition.

3.2.1. scenario analysis

The "Shape Tomorrow" strategy update, published in March 2024, is based on a detailed analysis of the external environment, exploring the main trends and directions of general macroeconomic conditions, the oil and gas industry, and ancillary markets that have – or potentially have – a large impact on MOL's operation. Based on the analyses of these markets, MOL prepares numeric forecasts of the key macroeconomic and industry-specific parameters. The forecasts are prepared for three scenarios: Slow Transition, Steady Transition & Net Zero Emission. The green energy transition is happening in all three scenarios, the biggest difference between them is the pace of the transition. The Shape Tomorrow Strategy is predominantly based on the Steady Transition scenario. If one of the other two scenarios would materialise, it would mostly affect the timing of the investments envisaged in the Shape Tomorrow Strategy and not the strategic directions themselves.

MOL operates a "Premises Committee" made up from representatives of the main business divisions and functional areas. The committee is tasked with monitoring the main indicators and assumptions used in the different scenarios and carrying out updates following changes to the external environment. This system can provide early notice that the external environment is moving to a different stage along the chosen scenario path, or potentially moving towards a different scenario altogether, providing senior management the opportunity to reassess and adjust its plans accordingly. Changes to the premises – partially or fully - automatically triggers a notification to the Executive Management and the Board of Directors, and as a result it may cause a modification of the strategy. Any changes to the strategy would need approval from the Board of Directors.

3.3 UPSTREAM

Segment IFRS results (HUF bn)	FY 2023	FY 2022 restated	Ch %
EBITDA	365.5	827.5	(56)
EBITDA excl. spec. items[(1)]	**339.9**	**827.5**	**(59)**
Operating profit/(loss)	238.7	613.9	(61)
Operating profit/(loss) excl. spec. items[(1)]	**216.8**	**598.6**	**(64)**
CAPEX and investments	**129.6**	**141.0**	**(8)**
o/w exploration CAPEX	11.5	18.0	(36)

Hydrocarbon Production (mboepd)	FY 2023	FY 2022 restated	Ch %
Crude oil production	**38.1**	**40.0**	**(5)**
Hungary	10.0	8.9	12
Croatia	9.7	10.1	(4)
Kurdistan Region of Iraq	2.2	4.5	(52)
Pakistan	0.5	0.5	8
Azerbaijan	13.9	13.9	0
Other International	1.9	2.2	(11)
Natural gas production	**37.7**	**37.9**	**0**
Hungary	21.3	20.4	4
Croatia	11.9	12.9	(7)
o/w. Croatia offshore	3.4	3.4	(2)
Pakistan	4.5	4.6	(3)
Condensate	**4.5**	**4.8**	**(6)**
Hungary	2.7	2.8	(2)
Croatia	0.8	0.9	(11)
Pakistan	1.0	1.1	(11)
Average hydrocarbon production of fully consolidated companies	**80.4**	**82.7**	**(3)**
Russia (Baitex)	3.8	4.0	(5)
Kurdistan Region of Iraq (Pearl Petroleum)*	6.2	5.3	18
Average hydrocarbon production of joint ventures and associated companies	**10.0**	**9.3**	**8**
Group level average hydrocarbon production	**90.4**	**92.0**	**(2)**

Main external macro factors	FY 2023	FY 2022	Ch %
Brent dated (USD/bbl)	82.6	101.3	(18)
HUF/USD average	353.3	373.1	(5)
TTF month ahead gas price (EUR/MWh)	41.3	130.9	(68)

Average realized hydrocarbon price	FY 2023	FY 2022	Ch %
Crude oil and condensate price (USD/bbl)	76.8	94.2	(19)
Average realized gas price (USD/boe)	61.2	130.8	(53)
Total hydrocarbon price (USD/boe)	**70.1**	**109.6**	**(36)**

Production cost	FY 2023	FY 2022	Ch %
Average unit OPEX of fully consolidated companies (USD/boe)	**6.6**	**5.5**	**20**
Average unit OPEX of joint ventures and associated companies (USD/boe)	2.3	2.2	6
Group level average unit OPEX (USD/boe)	6.0	5.1	18

Capital Expenditures

FY 2023 HUF bn	Hungary	Croatia	Kurdistan Region of Iraq	Pakistan	Azerbaijan	Other	Total - FY 2023	Total - FY 2022
Exploration	8.4	4.1	0.0	-1.3	0.2	0.1	**11.5**	**18.0**
Development	20.1	15.9	4.2	0.4	49.0	5.1	**94.8**	**107.7**
Other	6.1	12.9	2.2	0.3	1.3	0.0	**22.9**	**15.3**
Acquisition	0.0	0.0	0.0	0.0	0.0	0.4	**0.4**	**0.0**
Total - FY 2023	**34.5**	**32.9**	**6.4**	**-0.5**	**50.6**	**5.7**	**129.6**	
Total - FY 2022	**24.6**	**35.4**	**10.0**	**6.4**	**57.9**	**6.7**		**141.0**

Notes and special items are listed in Appendix I and II.
Tables regarding Hydrocarbon production (mboepd); Production cost (USD/boe); Average realised hydrocarbon price; Gross reserves (according to SPE rules): 1P – Proved reserve; 2P – Proved and Probable reserve; Costs incurred (HUF mn); Earnings (HUF mn); Exploration and development wells are available in the annual Data Library on the company's website. ** New methodology from 2020.*

3.3.1 FINANCIAL OVERVIEW OF 2023

Upstream EBITDA, excluding special items, decreased by 59% year-on-year in 2023 and amounted to HUF 339.9bn. The main reasons are lower average realized hydrocarbon prices (lower by 36%, amounting 70.1 USD/boe), higher production costs and the unfavourable royalty regime in Hungary.

Total group production (including JVs and associates) decreased by 2% compared to the previous year, resulting in an average 90.4 mboepd for the year. Lower production volume was mainly driven by lower volumes from Shaikan in Kurdistan, caused by the closure of the export pipeline, natural decline and planned turnaround in Croatia, while in Hungary natural decline was compensated and production overperformed during 2023.

Group-level average unit direct production cost, excluding DD&A but including JVs and associates, increased by 18% and reached 6.0 USD/boe in 2023, reflecting inflationary pressure and higher realized energy prices.

Upstream organic CAPEX without equity assets amounted to HUF 129.2bn in 2023, decreasing by 8% year-on-year. The lower amount is mainly driven by less exploration activities across our portfolio, the suspension of development projects in Kurdistan after the export pipeline closure, and a generally conscious approach amidst windfall regulatory environment. More than 90% of organic CAPEX was spent in the CEE region and Azerbaijan, mostly for development projects.

In 2023, Upstream continued to be a key cash flow contributor of the MOL Group, with HUF 210.7bn (USD 587mn) simplified free cash flow generated.

Changes in the Upstream regulatory environment

Hungary: the Hungarian government introduced CO2 tax retroactively payable from 1 January 2023, which means that 40 EUR/t (changed later to 36 EUR/t) has to be paid after total CO2 emission by each company with significant free quota allocation. First payment liability was due on 15 November (for Q1-Q3), with an amount of HUF 443mn related to upstream.

Effective from 1 April 2023, the royalty rate of the gas sold at market price was decreased from 88% to 42% in Hungary, however an additional new revenue-based tax was also introduced for 2023, calculated at 2.8% of 2022 net revenue of MOL Plc. This was extended to 2024 with a reduced rate of 1%. The income tax of energy suppliers was raised from 31% to 41% for 2023 and was also extended to 2024. In parallel with these, mining contractors were exempted to pay potential penalties due to lower production levels in 2022 compared to 2021. Effective form 1 September 2023 a new option was introduced for mining contractors to reduce royalty payment with the commitment to exceed the production level of 2022. As MOL signed the contract with the government, the royalty liability decreased significantly from September.

Croatia: As of September 2022, the Croatian government obliged INA to sell all of its domestically produced gas to HEP (national energy company) at a fixed price in order to secure gas supply to the domestic market. On 7 July 2023, the Croatian government revoked its decision and cancelled INA's obligation to sell gas output.

OPERATIONAL OVERVIEW OF 2023

Exploration

Total of 14 exploration or appraisal wells were drilled in 3 countries. Besides drilling, seismic acquisition campaigns and interpretation works progressed in Hungary, Pakistan and Romania.

In Hungary, the Shallow Gas exploration program continued with the successful drilling and testing of seven wells, and all wells were put into production. A conventional exploration well Rinyaújlak-D-1 was also drilled and drilling of Vecsés-1 appraisal well started in January 2024. Zala West and Bázakerettye license extensions have been granted. MOL acquired 49% interest in three exploration concessions, operated by O&GD. Two wells were drilled and tested, Tura-D-3 results are under evaluation, while Nagykáta-K-1 proved to be dry. In December, two geothermal exploration licenses were granted.

In Croatia, after the interpretation and analysis of seismic data acquired in 2022, three wells were drilled on Drava-03 block. Veliki Rastovac-1 well was drilled in June 2023 resulting in notice of commercial gas discovery to Croatian Hydrocarbon Agency. Obradovci-1 Jug and Mikleuš-1 wells were drilled back-to-back in August and September 2023, both as dry wells, and afterwards plugged and abandoned. Dinaridi-14 block was relinquished. In October, two geothermal exploration concessions were awarded.

In Romania, 3D seismic was acquired on the EX-1 block, while permitting for acquisition on the block EX-5 is in progress.

In the Middle East, Asia and Africa region, exploration activities advanced in Pakistan and Egypt. In Pakistan, in operated TAL block Razgir-1 exploration well was spudded in January 2024. In operated Margala block, Tarnol-1 well was plugged and abandoned. Test Reprocessing of seismic data post-well evaluation is completed, while reprocessing of ~800 km of 2D seismic data is in progress. One-year extension of Margala's exploration licence was granted, while requests for TAL, Karak, and DG Khan licence extensions have been submitted. In Egypt, East Bir El Nus (block WD-08), a new exploration concession in the Western Desert was awarded to INA and Energean, with a 50-50% participating interest split and Energean as the Operator. Concession Agreement was signed, while Join Operating Agreement signing is awaited. Contract for seismic acquisition was signed and preparation activities are in progress. In the East Damanhur concession, the third exploration well of the block, ED-3X was drilled with negative results, plugged and abandoned.

Field Development and Production

In 2023, Production optimization programs continued in Hungary and Croatia, which resulted in an annualized production uplift of 1.7 mboepd with a total of 84 well workovers performed. In Kazakhstan first gas from Rozhkovskoye field has been achieved.

In Hungary, field development activities continued as four wells were drilled. Sas-Ny-31 and Endrőd-É-20 are in production, tie-in of Endrőd-É-21 and completion of Forráskút-13 are in progress. Somogy Phase-3 project mechanical completion was achieved and gas production started in September. The production optimization program continued, resulting in a total of 26 well interventions completed, consequently adding to production approx. 1.2 mboepd increment on an annualized basis.

In Croatia, Zalata-Dravica location permits for pipelines have been issued and settlement of property legal relations on gas pipeline route is underway. Preparation of main design for construction works is finished. Tenders for procurement of construction works and LLI's have been launched. The Enhanced Oil Recovery (EOR) program continued with carbon dioxide injection on Ivanić and Žutica fields. Implementation of the Production Optimization project continued, and within its scope, a total of 58 well workovers were completed in 2023, contributing 0.5 mboepd additional production on an annualized basis. Turnaround (TA) was successfully executed on 2 production regions and 16 locations, including Gas Processing Facilities Molve and Fractionation Facilities Ivanić-Grad. Ivana D well was plugged and abandoned, gas pipeline was conserved and environmental impact study preparation is in progress.

In the CIS region, well workover program in Russia continued, with 27 well interventions completed. Within scope of the waterflooding program, injection wells have been converted to dump flood. Construction work program included pipelines construction and reconstruction, powerline reconstruction and partial modernization of oil treatment plant. In Kazakhstan, first gas from Rozhkovskoye field, U-21 well, has been achieved. EPCC Contract Addendum #2 was signed, and Phase 1 completion, with 4 additional wells bringing in production is expected in 2024. In Azerbaijan, a total of 16 wells were delivered within the 2023 drilling program, of which 8 are producers, 6 water injectors, 1 gas injector and 1 deep gas appraisal well. The Azeri Central East project continued its progress towards first oil, with Topside unit installation. Drilling of the first ACE well has commenced and first ACE production is expected to be delivered in the first quarter of 2024.

In Pakistan, Mamikhel South-01 well was put into production. Manzalai Secondary Compression project has been commissioned, while Makori East Secondary Compression Detailed engineering is in progress. Makori East-5 sidetrack drilling has been completed and well was put in production in January 2024. Makori Deep Reservoir Simulation study has been completed and Makori East Reservoir Simulation study initiated. By completing 8 production optimization jobs, an incremental production of 0.2 mboepd was realized, annualized and net to MOL.

In the Kurdistan Region of Iraq, drilling activities on Shaikan field continued in the first quarter, with the drilling of two wells, SH-17 and SH-18. In March, the closure of Iraq-Turkey pipeline led to the shut-in of the Shaikan field. Production for domestic sales was restarted in July, while imposed export restrictions are still in force. On Pearl, the Khor Mor gas plant expansion project, KM250, EPC activities are ongoing and all gas wells have been completed and tested. Well operations continued with the successful drilling and completion of wells KM-16, KM-17 and KM-18.

In Egypt, field development activities continued. On North Bahariya concession, total of 22 wells have been drilled, out of which 20 are producers and 2 water injectors, and 1 producer well on Ras Qattara. Regular maintenance activities and implementation of development projects advanced on all concessions. ED-2X exploration well, drilled as gas discovery in 2022, was put into production in September 2023. Accordingly, East Damanhur Development Lease was approved.

Discontinued operations: In Angola, divestment process of 4% interest in Block 3/05 and a 5.33% interest in Block 3/05A was completed.

3.4. DOWNSTREAM

Segment IFRS results (HUF bn)	FY 2023	FY 2022	Ch %
EBITDA	490.2	804.8	(39)
EBITDA excl. spec. items(1)	**490.2**	**804.8**	**(39)**
Clean CCS-based EBITDA(1) (2)	**472.4**	**848.4**	**(44)**
o/w Petrochemicals(1) (2)	(55.2)	66.5	n.a.
Operating profit/(loss) reported	329.1	636.1	(48)
Operating profit/(loss) excl. spec. items(1)	**329.1**	**645.3**	**(49)**
Clean CCS-based operating profit/(loss)(1) (2)	**311.3**	**688.9**	**(55)**
CAPEX	490.2	804.8	(39)
o/w transformational	68.7	117.7	(42)

MOL Group without INA	FY 2023	FY 2022	Ch %
EBITDA excl. spec. items(1)	492.2	811.4	(39)
Clean CCS-based EBITDA(1) (2)	**385.6**	**831.7**	**(54)**
o/w Petrochemicals clean CCS-based EBITDA(1) (2)	-55.2	66.5	(183)
Operating profit/(loss) excl. spec. items(1)	356.3	679.7	(48)
Clean CCS-based operating profit/(loss)(1) (2)	**340.2**	**695.4**	**(51)**

INA Group	FY 2023	FY 2022	Ch %
EBITDA excl. spec. items(1)	-2.0	-6.6	(70)
Clean CCS-based EBITDA(1) (2)	**86.7**	**16.7**	**418**
Operating profit/(loss) excl. spec. items(1)	-27.2	-34.4	(21)
Clean CCS-based operating profit/(loss)(1) (2)	**-28.9**	**-6.5**	**344**

Refinery margin	FY 2023	FY 2022 restated	Ch %
MOL Group refinery margin UPDATED (USD/bbl)	**9.0**	**8.4**	**7**
Complex refinery margin UPDATED (Mol+Slovnaft, USD/bbl)	9.3	8.9	5
Updated MOL Group petrochemicals margin (EUR/t) (10) 2023	144	242	(41)
NEW MOL Group petrochemicals margin (EUR/t) (9) 2022	286	481	(41)

External refined product and petrochemical sales by country (kt)	FY 2023	FY 2022	Ch %
Hungary	4,975	5,482	(9)
Slovakia	2,149	2,178	(1)
Croatia	2,454	2,292	7
Italy	1,384	1,477	(6)
Other markets	7,996	7,483	7
Total	**18,959**	**18,912**	**0**

External refined and petrochemical product sales by product (kt)	FY 2023	FY 2022	Ch %
Total refined products	**17,759**	**17,693**	**0**
o/w Motor gasoline	3,495	3,569	(2)
o/w Diesel	10,677	10,578	1
o/w Fuel oil	289	291	(1)
o/w Bitumen	566	532	6
Total petrochemicals products	**1,200**	**1,219**	**(2)**
o/w Olefin products	157	156	1
o/w Polymer products	978	994	(2)
o/w Butadiene products	65	69	(6)
Total refined and petrochemicals products	**18,959**	**18,912**	**0**

CAPEX (in HUF bn)	FY 2023	FY 2022	YoY Ch %	Main projects FY 2023
R&M CAPEX and investments	130.3	155.2	(16)	INA: Rijeka Refinery Upgrade Project, Metathesis Project (Olefin conversion); SN: Periodical mainten. IAS16 SN REF
Petrochemicals CAPEX	85.0	110.3	(23)	MPC: Metathesis Project (Olefin Conversion), Polyol Project; SPC: PP3 unit revamp (growth part)
Power and other	3.1	3.2	(5)	SN: en. IAS16 SN ENE
Total	218.3	268.8	(19)	

Change in regional motor fuel demand	Market			MOL Group sales		
FY 2023 vs. FY 2022 in %	Gasoline	Diesel	Motor fuels	Gasoline	Diesel	Motor fuels
Hungary	(3)	(6)	(5)	(7)	(13)	(11)
Slovakia	10	(0)	2	1	(3)	(2)
Croatia	13	15	15	12	15	14
Other	(6)	(14)	(12)	(6)	4	1
CEE 10 countries	(5)	(12)	(10)	(3)	(2)	(2)

3.4.1. FINANCIAL OVERVIEW OF 2023

In 2023, Downstream achieved a Clean CCS EBITDA of HUF 472.4 billion (USD 1,328 million), which is 44% lower than the previous year's performance. The base effect contributed significantly to the year-on-year decrease, as the termination of price cap regulation was compensated by higher extra taxes. The macro environment had a negative impact on Refining and Marketing (R&M) results, partly offset by a higher sales margin and lower energy costs. Due to the continuing downward trend in the industry, the Petchem segment contributed negatively to Clean CCS EBITDA.

Windfall taxes imposed in Hungary continued to put pressure on Downstream's performance in 2023 as they increased from USD 358 mn to USD 644 mn in a year. The tax based on the Urals-Brent spread increased to 95% as of 8 December 2022, but the legislation was amended: as of 1 April 2023 a 7.5 USD/bbl floor was introduced, that is exempt from the tax. At the same time, a revenue-based tax was introduced, applied on the 2022 net sales revenue with a tax rate of 2.8%, in effect retrospectively from the beginning of the year. In July 2023, a new type of tax, the CO2 quota tax, was introduced as of 1 January 2023 (also retrospectively). According to the legislation, for the Q1-Q3 period, 40 EUR/tCO2 had to be paid after the total CO2 emission by MOL Plc. and MPC (companies with significant free quota allocation). In October, the Hungarian Government amended the legislation and reduced the tax rate to 36 EUR/t CO2 for Q4.

In Refining in 2023 despite the lower fuel crack spreads and the narrower Urals-Brent spread, the refinery margin averaged around 9 USD/bbl, 7% higher than in the base period. The improved result was driven by the falling energy prices and wholesale fuel margins, which were at elevated levels, while card sales reached an all-time high. In Hungary, both fuel demand and sales decreased compared to 2022, where the consumption was boosted by the price cap regulation. In 2023, Croatia recorded all-time high sales due to the favourable summer period. Despite the volatile external environment and unplanned events, MOL Group ensured stable and sufficient market supply in domestic markets throughout the year.

MOL Group's integrated petrochemical margin averaged 144 EUR/t, representing a 41% decrease year-on-year due to a deep economic crisis in the petchem industry, which resulted in narrower polymer-monomer spreads, weakening demand and shrinking polymer quotations. In addition, the newly introduced CO2 tax also negatively affected MPC's performance. On the other hand, operational optimization, flexible pricing approach and energy efficiency initiatives contributed to partially offset the negative price effects.

Total investments in the Downstream business unit reached HUF 218.3 billion, representing a 19% decrease compared to 2022. About 60% of this amount was spent on Refining and Marketing projects. Strategic projects such as Polyol and the Rijeka Refinery Upgrade Project (RRUP) continued to play an important role within strategic organic investments. Strong efforts were also made to comply with EU sanctions and regulations, with crude diversification program a key factor in investment decisions.

Regarding ongoing transformational projects, Polyol Project is at 99.9% completion, engineering, procurement and construction is completed, commissioning is ongoing, the expected handover is in 2024 The RRUP reached 84% completion despite unfavourable external factors, such as lack of workforce and the increased prices of construction materials.

3.4.2. OPERATIONAL OVERVIEW OF 2023

In light of the changing external environment, including the Russia-Ukraine war, the more ambitious green targets, new EU regulatory frameworks and the change in customers' preferences, MOL Group has decided to review and revise its Shape Tomorrow Strategy. The strategic initiative aims to fortify our market position and guide us towards a more sustainable future. Under the new strategy, crude diversification, CO2 emission reduction, sustainable chemical transformation, circular economy, renewable fuels and green H2 will be the focus of the Downstream business. In 2023, one of our primary focus was to guarantee stable and sufficient market supply within the core region and to comply with the EU sanctions during our operations. Crude diversification program started in 2022 in response to the EU sanctions on the Urals and continued in 2023 and is on schedule at the Danube Refinery, Slovnaft and Logistics. Full Compliance was achieved in 2023, alternative crude oil processing in the Bratislava Refinery has been increased.

During the year of 2023, 6 new types of crude oils and their various blends in volume 800 kt+ were successfully processed in Slovnaft within the crude oil diversification program. By gradually increasing the processing of alternative oils, we are getting closer to the goal of meeting the regulations imposed by sanctions on the export of products from Russian oil and also to ensure the supply security of the region in the future.

Benefitting from the positive external environment, the objective was to utilize the **Refining Production** assets at maximum capacity. As a result, total crude processing reached 13.9 mn tons in Refining, (0.2 mn tons above 2022 level). Production closed the year with moderate overall availability in Refining (93.3%) and also in Petrochemicals (92.5%), both slightly below the targeted level. Petrochemical demand shrank due to the evolving crisis and high energy prices, which led to Petrochemical assets going through economical shutdowns during the year in order to maintain acceptable financial results. HSE received a high focus during the year, resulted improving trend in safety KPIs.

We continued with our greatest transformation program, "PROmotion" (Production in Motion) to prepare Production for the challenges of the future. Targeting an over 150 mn EUR (at 2018 price level) OPEX efficiency improvement, progress was made in all key areas including organisational effectiveness, energy efficiency, cost excellence and maintenance. Continuation of the program ensures not only OPEX benefit, but also developing our mindset toward becoming a professional, reliable and valued backbone of the transforming value chain.

In **Logistics**, the primary focus was on customers satisfaction through providing competitive services, adapting to everchanging environment, and transforming to sustainable operation driven by engaged employees.

Although 2023 was a challenging year, Logistics still managed to achieve success in many fields. August was a record month in rail transportation: Rijeka had the highest throughput ever, the highest ever loadings on fast fillers and also the highest ever domestic crude transfer from Sisak to Rijeka. Despite these records, we managed to serve our customers' demands on time in full capacity. In Croatia, we also had to face tough conditions in road transportation due to regulated prices. Supporting Upstream, Moltrans started new business, delivering crude oil from domestic production sites. Sustainability is increasingly in focus, with switching from steam to LPG as an energy source on Sisak terminal a big milestone and we continued to deliver GHG emission savings by decreasing fuel consumption. Regarding investments, in case of our assets the reconstruction works on Adria and Friendship 2 pipelines were carried out within their deadline. We have further developed our terminals, the commissioning of the 3rd loading bay in Terminal Csepel is finished and it could improve the customer satisfaction by reducing the waiting time. We continued with digitization, automation and centralization of control rooms at Slovakian business units and will continue to do so in the upcoming years. We also carried on with the distribution network optimization.

Value Chain Management (VCM) provides the operating framework and sets the long term development path of MOL Group Downstream. Key focus areas include setting the DS strategy and optimization framework for short and long term, while providing managerial support, as well as feedstock sourcing and trading, risk management, scheduling and customer service operations. In 2023, VCM focused on maintaining the continuity of supply security in a changing external environment. In line with EU sanctions, MOL Group aims to increase its seaborne crude processing in both of its landlocked refineries. VCM contributes to this goal by securing the needed seaborne supply to meet the embargo and optimization goals. New Chapter organization changes were adapted in INA as well, resulting in the establishment of INA VCM, with smooth transition from C&O. Further progress was made by the launch of New Cycle of Growing Professional Skills (GPS) Development Program, which involves the largest white collar population area in Downstream. More emphasis was put on customer service processes and digitalization.

Group Fuels business unit oversees the fuel value chain of MOL Group in 12 countries with the help of more than 700 people, including market supply, sales optimization, and sales activities across all downstream markets. Collaborating with Group Downstream Value Chain Management, it focuses on maximizing fuel margins and coordinates the management of fuels, fuel cards, biofuel compliance, and other refined products at the subsidiary level. The product portfolio includes motor gasolines, diesel and other gas oils, fuel oil, bunker fuel, sulphur, JET fuel, coke, biofuels, and fuel card management with digital solutions. In 2023, the business unit reached high margins and highest ever card sales of 3 billion liters. Group Fuels was able to maintain its position within the region and to significantly strengthen its foothold in the Polish and Slovenian markets, by acquiring strong players with long business history.

Group Chemicals oversees the sale of over 2 million tons of chemicals products in more than 200 different product grades. We serve 2,500 customers in six segments (from automotives to packaging) in 55 countries in 4 continents. For many of the products we sell, we are in the top 10 market players in Europe.

Polymer sales volume reached 975 kt in 2023, which represents a decrease of 2% (-19 kt) compared to 2022. The Petchem market was strongly affected by the lower consumption of plastic producers. The main reasons were higher interest rates and energy costs, along with inflationary pressure, which slowed economic growth in Europe. Despite all these obstacles, customers remained our focus priority and we have strengthened our position as a reliable supplier. Even though we had record low sales in polymers, we managed to mitigate the loss by more than 50mn euros by contract re-negotiations, energy efficiency actions and stop&go operation mode.

Base chemicals sales volume was 699 kt in 2023, in line with 2022. Despite challenging internal environment due to many unplanned S/Ds (reformer, cracker, base oil unit), stop&go operation of the crackers and unfavorable external environment (energy prices, strong Asian import competition, reduced demand) with customer portfolio optimization, strong customer focus and margin driven decision-making we managed to maintain our market positions and to ensure smooth refinery and Petchem operations.

In 2023, **DS Development** focused on projects that increase efficiency, promote the company's sustainability goals or expand the product portfolio.

The flagship Polyol Project of MOL Downstream has reached an overall 99.9% progress by the end of 2023. Construction activities have come close to completion by the end of 2023, with focus of the project management teams shifting towards the complex sequence of commissioning activities of all units. The operating teams have been set up and play an integral role in commissioning as "on the job" training. Trial production shall start in multiple steps in the second half of the year.

The project objective is to upgrade Rijeka Refinery and invest in building a Delayed Coker Unit with the additional necessary refinery assets in order to achieve the highest level of profitability for the refinery via enabling processing of heavy residues, minimizing black product yield and maximizing the production capability of the valuable white products.

The work on Rijeka Refinery Upgrade Project continued despite the challenging business environment caused by the COVID-19 pandemic and Ukraine crisis affecting the material, energy, and workforce prices. The Project has reached 84% completion overall. The engineering works are complete while procurement activities are nearly finished, with completion above 99%. Furthermore, almost all long-lead items, together with other materials and equipment, were delivered.

3.4.3. DOWNSTREAM FUTURE PRODUCT PORTFOLIO

MOL Group Downstream is in a continuous process of developing its future product portfolio, launching new products and services that not only mitigate low-carbon transition risk, but also capitalize on opportunities created by a carbon constrained, circular economy.

Biofuels in MOL Group

MOL Group's biofuel purchase with regards to both supply points (8 countries) and concluded amount (>600 kilotons) remained stable in 2023 as the national transport compliance mandates did not or hardly changed in its core countries compared to 2022.

The group of bio components used is similar to that used in the previous year: food- & waste based bioethanol and fatty acid methyl esters are still serving as basis for decarbonization of our fuels. In addition, bio components made of advanced feedstocks are further increasing in our portfolio: MOL successfully processed such material in its co-processing unit in Százhalombatta.

Key achievement for MOL Group is to have the first supply of aviation fuel blended with a remarkable share of Sustainable Aviation Fuel (SAF) as well as selling 100% renewable diesel (called Hydrotreated Vegetable Oil or HVO) in selected wholesale and retail outlets.

R&D

In 2023, Downstream R&D continued its activities and projects across three main product fields: Polyol, Polyolefin, and Refining. R&D has a vital role in the Polyol Project by continuing the development of product recipes and grades for the upcoming start-up of production. We extended the polyurethane application development know-how to ensure the necessary support for MOL Group's future customers for polyols. Our Polyol R&D team is actively engaged with potential customers to prepare the ground for the market entry. In the Polyolefin area, the focus was to continue the portfolio transformation into a more sustainable one. The active portfolio management allowed us to extend the co-operation framework through the whole Petchem product line, including waste-management activities. To meet the future demand of low carbon fuels, to diversify the feedstock portfolio and to accelerate the conversion to circular economy, several small-scale co-processing lab reactor tests were successfully completed. The focus was put on waste-based fraction and new waste-based/advanced feedstocks in order to produce higher proportion of non-crude-based middle distillates. We also continued the co-operation with international partners in the field of rubber bitumen production and completed successfully our project converting heavy fuel oil to non-fuel products. MOL Group is member of the consortia of several nationally funded R&D projects in collaboration with Hungarian universities (Budapest University of Technology and Economics, University of Szeged, University of Pannonia) and other industrial partners.

With **Biogas** gaining momentum in Europe, MOL has prepared its biogas roadmap with the ambition to build a unique position in CEE by 2030. As a first step of its implementation, the Group has acquired its first biogas plant near Szarvas, Hungary. The plant processes more than 100,000 tons of feedstock (residual waste from food producers, farmers and livestock producers in the region) producing more than 12.5 million cubic metres (mcm) of biogas per year. Furthermore, to support the Group's strategic targets, INA Group is planning to invest in a biogas/biomethane plant using agricultural waste in Sisak, Croatia. With these developments, MOL Group has been establishing its presence in this new value chain, and can be considered as a stepping stone for further organic and inorganic developments.

Recently, **Hydrogen** has become a key enabler of EU's decarbonization and energy supply security targets. Capitalising on its competitive advantage as one of the largest hydrogen producers and consumers in the region, MOL Group has started to develop further its competencies in this value chain. According to the Company's strategy and roadmap, MOL has been building its green hydrogen facility in the Danube Refinery, planned to be handed over in Q1 2024. The hydrogen plant is going to have 10 MW electrolyzer capacity and can produce 1600 tons of clean green hydrogen yearly, which going to be the largest operating renewable hydrogen production in CEE region. As the Croatian leg of the developments, the INA Group has started to implement its own hydrogen projects in Rijeka with a similar capacity as in Hungary. Through its initiatives, MOL is among the first players in the CEE region, who has started the renewable hydrogen value chain developments to maximize the shareholder value and assure green transition with profitable investments.

MOL **Recycling and Compounding** initiatives were heavily impacted by external factors, such as the high energy prices, economic downturn and petchem cycle. ReMat Zrt. – Hungarian market leading LDPE plastics recycling company using waste for creating regranules – was also affected by strong decline on sales revenue. During 2023 MOL focus shifted to improve ReMat's financial and operational performance in the short term and to integrate the Company into the Group's long term strategy. In 2019, MOL Group has acquired the German Based Aurora Kunstoffe GmbH, one of the leading engineering plastic scrap recycling company supplying automotive industry. As in the case of other players in the industry, effects from supply chain interruptions and inflation caused extreme slowdown of production in automotive, construction and other areas, resulting in strong decline in overall polymer demand.

3.5 INNOVATIVE BUSINESSES AND SERVICES (14)

In the field of Retail, 2023 figures indicate normalisation of fuel demand after 2022 hit by price caps.

3.5.1 CONSUMER SERVICES

Segment IFRS results (HUF bn)	FY 2023	FY 2022	Ch %
EBITDA	244.8	121.2	102
EBITDA excl. spec. items(1)	**244.8**	**121.2**	**102**
Operating profit/(loss) reported	122.0	76.6	59
Operating profit/(loss) excl. spec. items(1)	**183.3**	**76.6**	**(47)**
CAPEX	**181.0**	**250.5**	**(28)**
o/w organic	66.0	63.7	4

Total retail sales (kt)	FY 2023	FY 2022	Ch %
Hungary	1,493	1,881	(21)
Slovakia	816	786	4
Poland	717	64	n.a.
Croatia	1,423	1,180	21
Romania	787	748	5
Czech Republic	501	466	8
Other(8)	714	472	51

Non-fuel indicators	FY 2023	FY 2022
Non-fuel margin share of total margin	34.2%	38.2%
Number of Fresh corner sites	1,253	1,179

Notes and special items are listed in Appendix I and II.
Tables regarding the number of MOL Group service stations, retail sales of refined products (kt) and gasoline and diesel sales by countries (kt) are available in the annual Data Library on the company's website.

3.5.1.1 FINANCIAL OVERVIEW OF 2023

In 2023, EBITDA doubled compared to 2022, reaching HUF 244.8 bn. Fuel volumes increased by 15% year-on-year, premium fuel penetration developed to 14%. Non-fuel margin expansion (40% increase YoY) and sales volume increase shows the reliable growth of non-fuel segment thanks to network expansion, more tailored offers for customers and MOL Move loyalty program. By the end of 2023, the total number of service stations reached 2,421. Result are affected by inorganic effects and regulatory measures in Croatia, Slovenia, Serbia and Bosnia.

3.5.1.2 OPERATIONAL OVERVIEW OF 2023

The segment consists of two main business lines: "Retail" includes both fuel and non-fuel retailing, while "Mobility" is comprised of all other services provided for people "on-the-go".

Retail

In December 2022, MOL has entered the 10th country in Europe, Poland, by acquiring 417 service stations with the brand, LOTOS Paliwa based on a sets of agreement with PKN Orlen and Grupa LOTOS SA.

On 30th June, 2023, MOL completed the purchase of the company OMV Slovenija d. o. o., which was renamed to MOL & INA d. o. o. The change of ownership meant taking over the company's entire operations, including the entire network of OMV service stations in Slovenia. The transaction included 120 service stations across Slovenia and MOL stepped up to become the second largest market player in the Slovenian market.

In 2023, MOL maintained a leading position in the Hungarian, Croatian and Slovakian markets, achieved second place in Slovenia, Serbia, while being the third largest market player in the Czech Republic, Montenegro, Romania and in Poland as well.

Rebranding of the acquired networks was the highest priority in 2023: 196 SeS were rebranded in Poland and 42 SeS were rebranded in Slovenia. Moreover, major reconstructions were completed on over 150 SeS, including forecourt, car- and jet-wash reconstructions and the installation of the Fresh Corner concept at the stations. More Fresh corners were added across the network taking the total number of Fresh Corners to 1,253. To enhance non-fuel transactions further in line with the increased fuel sales in 2023, 140 gastro acceleration projects were completed during 2023.

Besides, the Fresh Corner concept is constantly being developed through the continuous expansion of the gastro and grocery categories. The offering was also expanded by a wider range of convenience services (e.g. self-service and innovative payment solutions), and own branded products across the Group. French-type hot dog and quality coffee remained the core products together with other options (sandwich, bakery etc.). During 2023, 64mn cups of coffee and 40mn pcs hot dog sold.

Retail Customer

Consumer Services systematically collects retail customer insights and tracks overall customer satisfaction through a number of channels. As a result, MOL Group does not operate with (and therefore does not report) a single score for Retail, as several customer satisfaction scores are applied depending on the insight channel.

We maintain ongoing monitoring of our customers' behaviours on a monthly basis through a comprehensive customer insight system known as Brand Tracking. This system is operational across seven countries, encompassing a total of 3,000 customers per country, resulting in a cumulative 21,000 participants within MOL Group. Monthly data collection, amounting to 250 customers per month per country, is a fundamental aspect of this process. Additionally, we conducted two waves of tracking in Poland during 2023, as Poland transitions to monthly tracking starting in 2024.

Brand Tracking provides invaluable data pertaining to brand awareness, usage patterns, overall brand performance, and 25 distinct key performance indicators (KPIs) related to fuel, gastronomy, store hygiene, loyalty programs, and staff behaviour. These insights inform the development of country-specific action plans while an important part of this tracking evaluates the effectiveness of our primary campaigns enabling continuous enhancement of their efficiency.

Emphasizing our commitment to quality, we put significant emphasis on ongoing product quality enhancement initiatives, facilitated by a series of rigorous product tests. For instance, our fuel quality assessments involve collaboration with DTC Austria, while blind taste tests conducted by third-party agencies evaluate key gastronomy offerings such as coffee and hot dogs. Prior to the launch of our new Fresh Corner coffee product, over 1500 individuals across six countries participated in taste-testing to determine the best flavor profile for our customers.

Furthermore, we have continued to refine our product range and offerings based on insights gained from two of MOL Group's most extensive research endeavours: Fresh Corner and Fuel Usage & Attitude (U&A) research conducted in 2020 and 2021, respectively. These initiatives engaged nearly 10,000 customers for Fresh Corner and over 7,000 for fuel across seven countries through four different channels, enabling us to better understand customer expectations and shopping habits. Insights derived from these research endeavours drive a more customer-centric decision-making process, thereby supporting the retail transformation of the Group. Notable developments resulting from these insights include the renewal of our hot sandwich variety, enhancements in fresh sandwich placement and packaging, our expanded hot-dog network coverage, and optimized prize winning games and other promotional activities.

To gain deeper insights into the evolving needs of our loyal customers and respond promptly to their changing habits, we have implemented an internal research system to obtain rapid feedback from members of our loyalty programs. The continuous refinement of our offerings and loyalty functionalities are informed by these insights.

MOL's customer loyalty program constitutes a key element in the digital transformation of Consumer Services. MOL MOVE, the digital, gamified, tier-based rewards program has been introduced in 6 markets already (Croatia, Slovenia, Hungary, Czech Republic, Slovakia and Poland) and will be rolled out in Romania and Serbia at the end of Q1 2024. The platform enables MOL Group to provide personalized and highly automated communication with an omnichannel approach. With the help of the new program, number of mobile application downloads increased to 3.7 million representing a 4-times growth from 2021. During the last period, we significantly evolved our internal capabilities in segmentation, customer lifecycle and campaign management in order to support offer development and react faster the changing habits of the customers.

MOL consciously uses mystery shoppers (selected through tender) when measuring customer satisfaction across different channels to avoid internal biased systems. Digitization is also increasingly present in our internal operation via the extensive use of Artificial Intelligence and Machine learning-based tools and also support the execution via our online, gamified learning tool, eSMILE.

E-smile

As a consumer facing business, employee engagement plays a major role in the transformation of Consumer Services and enhancing customer experience. In 2017 MOL Group introduced a face-to-face training program called 'Smile' for more than 15,000 service station staff, covering both hosts and station managers, with the aim to improve customer service. In 2020 MOL Group expanded employee training and development through a digital microlearning training platform called eSMILE, which is available on their smart phones. The mobile training platform expands the Group's training portfolio on product, process, sales, compliance and HSE relevant topics and reinforces previously shared knowledge. Furthermore, the platform connects the Group directly to each member of staff working at the Group's service stations. It allows real-time communication from head office about the latest sales promotions, company updates and it was especially important during the pandemic, when we were able to share the latest operational changes, ensuring a safe working environment and safe consumer experience. Since 2021 the platform also supports new-hires in their onboarding experience, helping them hit the sales floor with higher confidence and shorter preparation.

In 2023, the Customer Service Protocol was introduced, a 5-step method designed to make life easier for our hosts by guiding them on which products to focus on and how to become proactive in selling. With MOL Group expanding to Poland last year, eSMILE now has more than 19,000 service station employees.

This year MOL conducted its second Employee Engagement Survey among frontline employees. The response rate is currently at 90%, although the survey is still ongoing.

The platform is based on gamification elements which boosts employee engagement and wellbeing at the workplace. This results in a stable-high usage of the platform, with 96% of frontline staff using eSMILE every day when at work, resulting in an average 17% increase in knowledge from the training topics. These programs not only support the transformation of the Group's service station network from fuel retail into FMCG retail but also the continuous increase of non-fuel revenues.

Mobility

In 2018, MOL Group launched MOL Plugee, a new EV charging brand under the Consumer Services division. By year end 2023, 268 MOL Plugee EV chargers were installed throughout the Group's service station network across the CEE region. In 2023 MOL Group installed 2 ultra-fast and 10 DC charger solutions on 11 new locations in Hungary, 2 AC chargers in Czechia, and 2 new ultra-fast chargers in Poland. MOL Group launched its application based service in Hungary in 2020 and in Slovenia, Slovakia, Czech Republic, Croatia and Romania in 2021. At the end of 2023 it enabled our more than 30,000 registered users and other customers to have a seamless charging experience in 6 countries. Energy consumption for all EV chargers in 2023 reached 2,225,937 kWh, saving a total of above 660 tonnes of CO2-eq.

In 2018, MOL Group launched a car sharing service in Budapest (Hungary) called MOL LIMO. By the end of 2023, a fleet of 491 shared cars from 10 different models (2 electric, 3 hybrid, 5 ICE) were in operation, number of electric and hybrid vehicles were 145. In 2023, MOL LIMO introduced two new models to its fleet, the electric Tesla Model 3 and Toyota Yaris Hybrid. The client base is continuously growing, until the year-end total number of registered users reached approximately 150 thousand. Energy consumption of all LIMO EVs reached 68,660 kWh in 2023, saving an equivalent of around 20 tonnes of CO_2-eq., all electricity used from renewable sources.

KEY MOL LIMO SUSTAINABILITY FIGURES	UNIT OF MEASURE	FY 2023	FY 2022	SASB
Average fleet size	number of vehicles	478	450	TR-CR-000.C
o/w electric	percentage	5	29	-
Average vehicle age at year end	in months	35,6	33.5	TR-CR-000.A
Vehicles rated by Euro NCAP programs with an overall 5-star safety rating	percentage of fleet	36	23	TR-CR-250a.1
Vehicles recalled during period	number	0	0	TR-CR-250a.2

As part of MOL Group's mobility strategy, a fleet management service called MOL Fleet Solution was launched in 2018. The main target is to finance and manage vehicles owned and used by MOL Group and external clients, as well as the fleets of small-, medium-sized or large businesses in Hungary. The number of financed and managed cars reached almost 6,000 by the end of 2023.

KEY MOL FLEET SUSTAINABLITY FIGURES	UNIT OF MEASURE	FY 2023	FY 2022	SASB
Average fleet size	number of vehicles	5,841	5,060	TR-CR-000.C
o/w electric and hybrid	percentage	8	8	-
Average vehicle age at year end	in months	37	32,7	TR-CR-000.A
Vehicles recalled during period	number	365	365	TR-CR-250a.2

Neither MOL Limo nor MOL Fleet Solutions registered any incidents concerning a) non-compliance concerning product and service information and labelling, and/or b) non-compliance with marketing communication during 2023. Finally, no incidents or complaints concerning breaches of customer privacy and/or losses of customer data as a result of data breaches were registered at neither MOL Limo nor MOL Fleet Solutions during 2023.

3.5.2 GROUP INDUSTRIAL AND CORPORATE SERVICES

The organization oversees Group Maintenance Services Management, Group Renewables & Energy Efficiency, as well as Group Procurement and Asset & Services Management.

The low complexity of 2023 turnarounds enabled Maintenance Single Service Companies to focus on enhancing work execution (mainly planning and scheduling) and organizational standardization. The companies also concentrated on a concise preparation for 2024, a turnaround-heavy year.

For Renewables & Energy Efficiency, 2023 brought a successful start-up of two Croatian solar farms (Virje 9MW and Sisak 3MW), alongside with the favourable financial performance of the Hungarian solar plant operation company. In addition, a Croatian offshore wind project was awarded with EU-grant for the completion of the pre-feasibility study. As for solar projects, by the end of the year, the organization has started preparation works for PV developments in Algyő (37 MW) and Tiszaújváros, MPK site (48 MW). Group Procurement has successfully delivered the 1st phase of Ariba implementation in MOL Polska.

3.5.3 GROUP OILFIELD DEVELOPMENT & SOLUTIONS

In 2023, the ongoing Russian-Ukrainian war maintained economic uncertainties, securing oil and gas supply became a priority and new alternative energy resources came into focus which resulted in an increasing business need for Oil Field Service (OFS) companies. MOL Group enhanced drilling and workover activities, also third-party exploration and field development activity (both conventional and unconventional) has been increased which generated even more projects, works for every segment of OFS companies. Participation in the successful gas discovery at Veliki Rastovac was another milestone in OFS companies' history. Additionally, they further tested themselves in several emerging geothermal projects. Location, staff, maintenance and operation management optimization was continued among OFS companies, cross-border utilization of the assets was managed. Service flexibility was still the key to serve the changed, uncertain business requirements and the increased workload. Several actions were taken to optimize CAPEX and OPEX in a business environment burdened in crisis of war, high energy prices and price inflation.

Oilfield Chemicals and Technologies' international marketing activity has been further intensified, surfactant tests were held in 2023 in relation to the enhanced oil recovery (EOR) and rubber modified bitumen technology, strong focus was on the Gulf States relations.

3.5.4 CIRCULAR ECONOMY SERVICES – WASTE MANAGEMENT

In 2021 the Hungarian state decided to bring the public task of waste management entirely under the state's competence and published a call for a concession tender for the management of ~5 million tons of municipal solid waste for 35 years. The ultimate aim of the tender was to enable the state to meet the recycling and landfilling targets set by the European Union until 2035. MOL won the public concession tender in July 2022 and established the concession company, MOHU MOL Waste Management Ltd. to perform the task. After a one-year long preparation phase MOHU started its operation on 1st July 2023, when the transition to the new system was successfully completed.

In order to ensure this transition and the stable waste collection and treatment, MOHU contracted 6 regional coordinators and 16 regional subcontractors, all 56 pre-treatment partners, and 217 institutional service providers in 2023. As the concession came into force in July, MOHU introduced the extended producer responsibility system, in which producers are responsible for financing the cost of the waste management activity occurring when their product reaches the end of its lifecycle.

Creating a waste tracking IT system,and optimizing the utilization of waste treatment tasks along with efficiency increasement in transportation tasks were also necessary for MOHU to coordinate the work of 10,500 people on more than 1,000 sites throughout the country, and to serve its customers including 9.9 million residents and 1.8 million registered businesses in Hungary.

Besides crucial operation tasks, MOHU started to create the foundations for several main projects launching in 2024, such as the development of new separate collection of biodegradable household waste or the introduction of the deposit refund system. These projects aim that the various waste streams are to be collected in a clean and separate way, giving the opportunity to be directly recycled instead of incineration or landfilling.

3.6 GAS MIDSTREAM

Segment IFRS results (HUF bn)	FY 2023	FY 2022	Ch %
EBITDA	93.8	61.0	54
EBITDA excl. spec. items[(1)]	**93.8**	**61.0**	**54**
Operating profit/(loss) reported	76.4	44.3	72
Operating profit/(loss) reported excl. spec. items[(1)]	**76.4**	**44.3**	**72**
CAPEX and investments	**12.4**	**11.6**	**7**
o/w organic	12.4	11.6	7

Key Gas Midstream ESG Indicators	Unit of measure	FY 2023	FY 2022	SASB
Total Direct GHG emissions (scope 1)	mn tonnes CO_2 eq	0.1	0.1	EM-MD-110a.1
Volume of Spills (> 1m³)	m^3	0	0	EM-MD-540a.1
Lost Time Injury Frequency (own staff)	per 1 mn worked hours	0.87	0	EM-MD-540a.4

Tables regarding transmission volumes (million cmc) are available in the annual Data Library on the company's website.

3.6.1 FINANCIAL OVERVIEW OF 2023

FGSZ Földgázszállító Ltd. (hereinafter referred to as: FGSZ) reached HUF 93.8bn EBITDA in 2023, a 54% increase from 2022, with the volatile external environment throughout 2023 altogether supportive compared to prior years. The financial result was determined by a blend of external and internal factors, such as shifting energy prices, stiffening external environment, varying market demand for transmission services – especially for cross-border capacity products – and changes of regulated tariffs.

Aggregated transmission volumes were lower by 9% in 2023 on YoY basis. The decrease is driven by domestic transmission volumes which showed a nearly 10% drop on YoY basis in parallel with the European energy saving initiatives and milder weather conditions. Persisting uncertainty in regional gas supply routes resulted in significant transmitted volumes towards gas storages (around 3.8 bcm), but due the higher opening stock level, transmissions to gas storages were behind prior year figures. Export transmission demand towards neighbouring countries (e.g. Romania, Ukraine, Serbia and Slovakia) showed a further 12% increase from a relatively low 2022 base but remained hectic compared to previous periods.

Regulated revenues were higher by 32% YoY mainly due to the significant cross-border capacity demand and increased demand for short-term capacity products in line with active usage of gas storage facilities and growing but fluctuating export activities. Average regulated tariffs were higher than in the prior year, mainly reflecting the challenges of the external economic environment. Calming energy market conditions and lower gas consumption of the transmission system had positive effect, while other external factors (e.g. elevated inflation rate) put strong pressure on FGSZ's operational costs; strict cost control smoothened the overall impact of the operational expenditures.

The total value of CAPEX and investments remained similar compared to the prior year. In 2023 CAPEX spending covered mainly sustain-type projects (e.g. pipeline rehabilitation, reconstruction of compressor units) and the completion of the Városföld nod project, at the same time to support the green transition FGSZ also completed projects in relation to renewable gases and energy efficiency.

3.6.2 OPERATIONAL OVERVIEW OF 2023

FGSZ is the sole operator of the nearly 6,000 km long high-pressure natural gas transmission system in Hungary, and as a natural monopoly it operates on a regulated basis governed by EU and domestic law. The Company's main activity is the construction, operation, and allocation of natural gas transmission capacity, of which it offers yearly, quarterly, monthly, daily, and within day firm and interruptible capacities through online auctions. FGSZ plays an important role in delivering gas production to consumers in Hungary and in meeting the needs of domestic network users from imported supplies, and it also carries out cross-border gas transportation activities besides domestic gas transmission. It operates bidirectional interconnection points with Slovakia, Ukraine, Romania, Serbia, and Croatia and unidirectional entry point from Austria.

The security of supply of Hungary is inseparable from the energy security of the broader CEE region and the whole of Europe. Therefore, FGSZ aims to ensure the interoperability of the natural gas transmission networks of the region and it also aims to increase transit volumes through Hungary. The developments of the transmission grid and trade infrastructure implemented by FGSZ in the recent years helped Hungary and the broader region as well in reaching a more competitive gas market while increasing security of supply and making natural gas even more accessible as a lower carbon alternative in – among others – electricity generation.

To further enhance regional gas market integration, FGSZ completed several important agreements and developments on its network in 2023. In October 2023 the technical capacity at the Hungarian-Romanian border was further developed from 280 tcm/h to 300 tcm/h, whilst further expansion is also planned to enable more alternative sources towards the region. FGSZ also works on internal system development, new entry points also support the further increase of domestic gas production.

FGSZ places a strong emphasis on sustainability and tasks related to the green transition. In 2023, exploring the adaptation of the existing transmission system to changing needs and to the transport of renewable gases has been of crucial importance. To make the current operations more sustainable, FGSZ has been improving and carrying out methane leakage detection and repair activities to reduce greenhouse gas emissions, and energy efficiency improvements were also undertaken.

The Regional Booking Platform (RBP) of FGSZ is an online platform application developed in accordance with the EU network code governing the capacity allocation mechanisms used in natural gas transmission networks and with other relevant EU and national legislation. The capacity allocation application enables capacity allocation procedures and secondary capacity trading among other services. Today – beyond FGSZ – fifteen further transmission system operators or storage operators use it partially or entirely on their system capacities throughout the EU and the Energy Community: Eustream (Slovakia), Transgaz (Romania), Plinacro (Croatia), Bulgartransgaz (transmission and storage, Bulgaria), DESFA (Greece), Gas Connect Austria (Austria), Gascade (Germany), Ontras (Germany), Gaz-System (Poland), Gas TSO of Ukraine (Ukraine), Gastrans (Serbia), NEL Gastransport (Germany), ICGB (Bulgaria), Hexum (storage, Hungary) and Vestmoldtransgaz (Republic of Moldova).

4. APPENDICES

APPENDIX I - IMPACT OF SPECIAL ITEMS ON OPERATING PROFIT AND EBITDA

Special items are one-off items that are single, significant (more than USD 10 million P&L effect), non-recurring economic events which are not considered as part of the core operation of the segment therefore they do not reflect the actual performance of the given period.

	HUF million			USD million		
Special items - operating profit	**FY 2023**	**FY 2022**	**Ch %**	**FY 2023**	**FY 2022**	**Ch %**
Operating profit excl.spec.items from continuing operation	**722,801**	**1,253,067**	**(42)**	**2,026**	**3,307**	**(39)**
Upstream	**21,898**	**15,273**	**n.a.**	**63**	**53**	**n.a.**
Impairment on Upstream assets in the Group	(3,654)	15,273	**n.a.**	(10)	53	**n.a.**
MOL Plc Decommissioning liability revision estimate	16,904		n.a.	48		**n.a.**
INA Decommissioning liability revision estimate	8,648		n.a.	25		**n.a.**
Downstream		**(9,228)**	**n.a.**		**(24)**	**n.a.**
Impairment of assets under construction at SN		**(4,678)**	**n.a.**		**(12)**	**n.a.**
Impairment of assets under construction at MOL Plc.		**(4,550)**	**n.a.**		**(12)**	**n.a.**
Corporate and other	(5,867)		**n.a.**	**(16)**		**n.a.**
ITK goodwill impairment	(5,867)		**n.a.**	(16)		**n.a.**
Consumer Services	**(61,257)**		**n.a.**	**(175)**		**n.a.**
Impairment of Retail assets	(61,257)		**n.a.**	(175)		**n.a.**
Total impact of special items on operating profit from continuing operation	(45,226)	**6,045**	**n.a.**	**(129)**	**29**	**n.a.**
Operating profit from continuing operation	**677,575**	**1,259,112**	**(46)**	**1,898**	**3,337**	**(43)**

Special items - EBITDA	**FY 2023**	**FY 2022**	**Ch %**	**FY 2023**	**FY 2022**	**Ch %**
EBITDA EXCLUDING SPECIAL ITEMS from continuing operation	**1,123,707**	**1,734,645**	**(35)**	**3,162**	**4,601**	**(31)**
Upstream	**25,552**		**n.a.**	**73**		**n.a.**
MOL Plc Decommissioning liability revision estimate	16,904		n.a.	48		n.a.
INA Decommissioning liability revision estimate	8,648		n.a.	25		n.a.
TOTAL IMPACT OF SPECIAL ITEMS ON EBITDA from continuing operation	**25,552**		**n.a.**	**73**		**n.a.**
EBITDA from continuing operation	**1,149,259**	**1,734,645**	**(34)**	**3,235**	**4,601**	**(30)**

APPENDIX II – NOTES

Number of footnotes	
(1)	Special items that affected operating profit and EBITDA are detailed in Appendix I.
(2)	As of Q2 2013 our applied Clean CCS methodology eliminates from EBITDA/operating profit inventory holding gain / loss (i.e.: reflecting actual cost of supply of crude oil and other major raw materials); impairment on inventories; FX gains / losses on debtors and creditors; furthermore, adjusts EBITDA/operating profit by accurate CO_2 cost recognition and capturing the results of underlying commodity derivative transactions. Clean CCS figures of the base periods were modified as well according to the improved methodology.
(3)	USD-denominated figures for both 2023 and 2022 figures have been calculated by converting the results of each month in the period on its actual monthly average HUF/USD rate.
(4)	Net gearing: net debt divided by net debt plus shareholders' equity including non-controlling interests.
(5)	Brent dated price vs. average Ural MED and Ural ROTT prices.
(6)	Net external sales revenues and operating profit includes the profit arising both from sales to third parties and transfers to the other business segments. Upstream transfers domestically produced crude oil, condensates and LPG to Downstream and natural gas to the Gas Midstream segment. The internal transfer prices used are based on prevailing market prices. The gas transfer price equals the average import price. Divisional figures contain the results of the fully consolidated subsidiaries and the proportionally consolidated joint operations engaged in the respective divisions.
(7)	This line shows the effect on operating profit of the change in the amount of unrealized profit deferred in respect of transfers between segments. Unrealized profits arise where the item transferred is held in inventory by the receiving segment and a third-party sale takes place only in a subsequent quarter. For segmental reporting purposes the transferor segment records a profit immediately at the point of transfer. However, at the company level profit is only reported when the related third-party sale has taken place. Unrealized profits arise principally in respect of transfers from Upstream to Downstream and Gas Midstream.
(8)	From 2016 Austrian retail operations were reclassified into wholesale.
(9)	As of January 2018, an updated formula for calculating the „MOL Group petrochemicals margin" was introduced, replacing the previous „Integrated petrochemical margin". The purpose of the new formula is to better reflect the petchem product slate of the group.
(10)	As of 2023, a new methodology has been introduced which includes purchased energy (enhanced fit to natural gas) and CO_2
(11)	FOB Rotterdam parity
(12)	FOB Med parity
(13)	Figures and analysis of Consumer Services performance are presented in chapter 3.5. ("Innovative businesses and services").
(14)	Internal corporate governance and external reporting structure of Innovative Businesses and Services are different, thus the financial result of the Industrial Services and new Ventures unit of the Innovative Businesses and Services segment is reported within „Corporate and other" segment.
(15)	Average Ural MED and Ural ROTT prices.

MOL HUNGARIAN OIL AND GAS PUBLIC LIMITED COMPANY

Statement of profit or loss

of the parent company financial statements prepared in accordance with International Financial Reporting Standards

	Notes	2023 HUF million	2022 HUF million
Net sales		3,335,935	3,858,458
Other operating income		11,866	8,405
Total operating income	3	**3,347,801**	**3,866,863**
Raw materials and consumables used		2,605,710	3,009,135
Employee benefits expense		96,312	89,656
Depreciation, depletion, amortisation and impairment		90,781	120,073
Other operating expenses		412,001	403,591
Change in inventory of finished goods & work in progress		46,393	(96,091)
Work performed by the enterprise and capitalised		(16,145)	(12,000)
Total operating expenses	4	**3,235,052**	**3,514,364**
Profit from operation		**112,749**	**352,499**
Finance income		463,075	452,991
Finance expense		227,350	212,013
Total finance income/(expense), net	5	**235,725**	**240,978**
Profit/(Loss) before tax		**348,474**	**593,477**
Income tax expense/(benefit)	6	4,700	85,573
PROFIT/(LOSS) FOR THE YEAR		**343,774**	**507,904**

MOL HUNGARIAN OIL AND GAS PUBLIC LIMITED COMPANY

Statement of comprehensive income

of the parent company financial statements prepared in accordance with International Financial Reporting Standards

	Notes	2023 HUF million	2022 HUF million
Profit/(loss) for the year		**343,774**	**507,904**
Other comprehensive income			
Other comprehensive income to be reclassified to profit/(loss) in subsequent periods:			
Changes in fair value of debt instruments at fair value through other comprehensive income, net of tax	7	4,010	(3,157)
Other comprehensive income/(loss) to be reclassified to profit/(loss) in subsequent periods		**4,010**	**(3,157)**
Other comprehensive income not to be reclassified to profit/(loss) in subsequent periods:			
Remeasurement of post-employment benefit obligations, net of tax	7	(522)	594
Other comprehensive income/(loss) not to be reclassified to profit/(loss) in subsequent periods		**(522)**	**594**
Other comprehensive income/(loss) for the year		**3,488**	**(2,563)**
Total comprehensive income/(loss) for the year		**347,262**	**505,341**

MOL HUNGARIAN OIL AND GAS PUBLIC LIMITED COMPANY

Statement of financial position

of the parent company financial statements prepared in accordance with International Financial Reporting Standards

		12/31/2023 HUF million	12/31/2022 HUF million
NON-CURRENT ASSETS			
Property, plant and equipment	8	428,365	379,647
Intangible assets	8	74,906	65,919
Investments	9	3,070,766	3,016,528
Other non-current financial assets	18	106,348	98,592
Deferred tax assets	6	65,921	50,752
Other non-current assets	10	1,075	1,302
Total non-current assets		**3,747,381**	**3,612,740**
CURRENT ASSETS			
Inventories	11	296,342	458,359
Trade and other receivables	20	390,636	505,842
Securities	18	3,763	830
Other current financial assets	18	25,450	52,895
Income tax receivable	6	23,367	-
Cash and cash equivalents	21	144,659	309,592
Other current assets	12	26,655	19,630
Assets classified as held for sale	16	1,192	2,586
Total current assets		**912,064**	**1,349,734**
Total assets		**4,659,445**	**4,962,474**
EQUITY			
Share capital		80,723	80,544
Retained earnings and other reserves		2,176,094	1,885,484
Profit/(Loss) for the year		343,774	507,904
Total equity		**2,600,591**	**2,473,932**
NON-CURRENT LIABILITIES			
Long-term debt	18	385,633	400,148
Other non-current financial liabilities	18	245	305
Non-current provisions	13	230,502	210,877
Other non-current liabilities	14	4,687	3,523
Total non-current liabilities		**621,067**	**614,853**
CURRENT LIABILITIES			
Short-term debt	18	74,368	356,617
Trade and other payables	18	368,029	484,262
Other current financial liabilities	18	864,105	814,258
Current provisions	13	29,439	21,171
Income tax payable	6	-	36,637
Other current liabilities	15	101,846	160,744
Total current liabilities		**1,437,787**	**1,873,689**
Total liabilities		**2,058,854**	**2,488,542**
Total equity and liabilities		**4,659,445**	**4,962,474**

MOL HUNGARIAN OIL AND GAS PUBLIC LIMITED COMPANY

Statement of changes in equity

of the parent company financial statements prepared in accordance with International Financial Reporting Standards

	Notes	Issued share capital HUF million	Treasury shares [1] HUF million	Share capital HUF million	Share premium HUF million	Fair valuation reserve HUF million	Retained earnings HUF million	Retained earnings and other reserves HUF million	Profit/(loss) for the year HUF million	Total equity HUF million
Opening balance 1 January 2022		**102,429**	**(21,437)**	**80,992**	**219,389**	**56**	**1,453,258**	**1,672,703**	**410,366**	**2,164,061**
Profit/(loss) for the year		-	-	-	-	-	-	-	507,904	**507,904**
Other comprehensive income/(loss) for the year		-	-	-	-	(3,157)	594	(2,563)	-	**(2,563)**
Total comprehensive income/(loss) for the year		**-**	**-**	**-**	**-**	**(3,157)**	**594**	**(2,563)**	**507,904**	**505,341**
Transfer to reserves		-	-	-	-	-	410,366	410,366	(410,366)	-
Dividends		-	-	-	-	-	(191,285)	(191,285)	-	**(191,285)**
MOL share purchase from MOL Vagyonkezelő Kft.		-	(1,298)	(1,298)	-	-	(26,233)	(26,233)	-	**(27,531)**
Treasury shares sold to MOL Plc. SESOP Organizations		-	826	826	-	-	15,750	15,750	-	**16,576**
Equity recorded for share-based payments		-	24	24	-	-	4,437	4,437	-	**4,461**
Other		-	-	-	-	-	2,309	2,309		**2,309**
Closing balance 31 December 2022		**102,429**	**(21,885)**	**80,544**	**219,389**	**(3,101)**	**1,669,196**	**1,885,484**	**507,904**	**2,473,932**
Opening balance 1 January 2023		**102,429**	**(21,885)**	**80,544**	**219,389**	**(3,101)**	**1,669,196**	**1,885,484**	**507,904**	**2,473,932**
Profit/(loss) for the year		-	-	-	-	-	-	-	343,774	**343,774**
Other comprehensive income/(loss) for the year		-	-	-	-	4,010	(522)	3,488	-	**3,488**
Total comprehensive income/(loss) for the year		**-**	**-**	**-**	**-**	**4,010**	**(522)**	**3,488**	**343,774**	**347,262**
Transfer to reserves	17	-	-	-	-	-	507,904	507,904	(507,904)	-
Dividends	17	-	-	-	-	-	(224,435)	(224,435)	-	**(224,435)**
Equity recorded for share-based payments		-	179	179	-	-	3,653	3,653	-	**3,832**
Closing balance 31 December 2023		**102,429**	**(21,706)**	**80,723**	**219,389**	**909**	**1,955,796**	**2,176,094**	**343,774**	**2,600,591**

[1] Including shares under repurchase obligation

MOL HUNGARIAN OIL AND GAS PUBLIC LIMITED COMPANY

Statement of cash flows

of the parent company financial statements prepared in accordance with International Financial Reporting Standards

	Notes	2023 HUF million	2022 HUF million
Profit/(Loss) before tax		**348,474**	**593,477**
Adjustments to reconcile profit before tax to net cash provided by operating activities			
Depreciation, depletion, amortisation and impairment	4	90,781	120,073
Increase / (decrease) in provisions	13	597	1,863
Net (gain) / loss on asset disposal and divestments		1,789	(3,020)
Net interest expense / (income)	5	128,452	77,818
Other finance expense / (income)	5	(364,309)	(318,706)
Other items	23	11,477	123,229
Income taxes paid	6	(81,324)	(27,386)
Cash flows from operations before changes in working capital		**135,937**	**567,348**
Change in working capital		*107,789*	*(253,404)*
(Increase) / decrease in inventories	11	149,385	(159,808)
(Increase) / decrease in trade and other receivables	20	40,528	(224,617)
Increase / (decrease) in trade and other payables	18	(13,550)	158,764
(Increase)/decrease in other assets and liabilities	12,15	(68,574)	(27,743)
Cash flows from operations		**243,726**	**313,944**
Capital expenditures	2	(103,310)	(73,873)
Proceeds from disposal of fixed assets		2,762	6,635
(Increase) / Decrease in other finance assets		5,042	54,135
Interest received and other financial income	5	23,147	19,344
Dividends received	5	376,159	148,506
Cash flows from investing activities		**303,800**	**154,747**
Repayments of bonds, notes and debentures		(279,735)	-
Proceeds from borrowings		53,009	312,991
Repayments of borrowings		(66,252)	(376,395)
Interest paid and other finance expense	5	(170,855)	(96,621)
Dividends paid to owners of parent	17	(224,386)	(191,234)
Net issue / repurchase of treasury shares		3,845	(9,133)
Cash flows from financing activities		**(684,374)**	**(360,392)**
Currency translation differences relating to cash and cash equivalents		(28,152)	16,858
Increase/(decrease) in cash and cash equivalents		**(165,000)**	**125,157**
Cash and cash equivalents at the beginning of the year		309,592	184,435
Cash and cash equivalents at the end of the year		144,659	309,592
Change in Cash and cash equivalents		**(164,933)**	**125,157**
Change in Overdraft		(67)	-
Increase / (decrease) in cash and cash equivalents		**(165,000)**	**125,157**

MOL HUNGARIAN OIL AND GAS PUBLIC LIMITED COMPANY AND SUBSIDIARIES

Consolidated statement of profit or loss

of the consolidated company financial statements prepared in accordance with International Financial Reporting Standards

	Notes	2023 HUF million	2022 HUF million
Net sales		8,908,499	9,868,163
Other operating income		57,537	43,716
Total operating income	3	**8,966,036**	**9,911,879**
Raw materials and consumables used		6,761,197	7,458,413
Employee benefits expense		384,356	342,513
Depreciation, depletion, amortisation and impairment		471,684	475,533
Other operating expenses		672,547	632,864
Change in inventory of finished goods and work in progress		101,601	(151,056)
Work performed by the enterprise and capitalised		(102,924)	(105,500)
Total operating expenses	4	**8,288,461**	**8,652,767**
Profit from operation		**677,575**	**1,259,112**
Finance income		195,177	164,080
Finance expense		182,651	238,412
Total finance expense, net	5	**12,526**	**(74,332)**
Share of after-tax results of associates and joint ventures	6	1,317	(29,486)
Profit/(Loss) before tax		**691,418**	**1,155,294**
Income tax expense	7	123,514	466,343
Profit/(Loss) for the year from continuing operations		**567,904**	**688,951**
Profit / (Loss) for the period from discontinued operations	**15**	**(449)**	**223,297**
PROFIT / (LOSS) FOR THE PERIOD		**567,455**	**912,248**
Attributable to:			
Owners of parent from continuing operations		530,367	628,293
Non-controlling interest from continuing operations		37,537	60,658
Owners of parent from discontinued operations		(449)	223,297
Non-controlling interest from discontinued operations		-	-
Owners of parent		529,918	851,590
Non-controlling interest		37,537	60,658
Basic earnings per share attributable to owners of the parent (HUF) cont.op.	27	715.42	851.01
Diluted earnings per share attributable to owners of the parent (HUF) cont.op.		715.42	848.94
Basic earnings per share attributable to owners of the parent (HUF) discont.op.		(0.61)	302.45
Diluted earnings per share attributable to owners of the parent (HUF) discont.op.		(0.61)	301.71
Basic earnings per share attributable to owners of the parent (HUF)		714.81	1,153.46
Diluted earnings per share attributable to owners of the parent (HUF)	27	714.81	1,150.65

MOL HUNGARIAN OIL AND GAS PUBLIC LIMITED COMPANY AND SUBSIDIARIES

Consolidated statement of comprehensive income

of the consolidated company financial statements prepared in accordance with International Financial Reporting Standards

	Notes	2023 HUF million	2022 HUF million
Profit/(Loss) for the year from continuing operations		**567,904**	**688,951**
Profit/(Loss) for the year from discontinued operations		**(449)**	**223,297**
Profit/(Loss) for the year		**567,455**	**912,248**
Other comprehensive income			
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Exchange differences on translating foreign operations, net of tax	8	(145,942)	239,678
Exchange differences on translating discontinued operations, net of tax		-	(11,148)
Net investment hedge, net of tax	8	18,626	(34,768)
Changes in fair value of debt instruments at fair value through other comprehensive income, net of tax	8	4,118	(3,330)
Changes in fair value of cash flow hedges, net of tax	8	(787)	527
Share of other comprehensive income of associates and joint ventures	8	(13,125)	18,715
Other comprehensive income from continuing operation / (loss) for the year, net of tax		(137,110)	220,822
Net other comprehensive income to be reclassified to profit or loss in subsequent periods		**(137,110)**	**209,674**
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Changes in fair value of equity instruments at fair value through other comprehensive income, net of tax	8	17,340	(4,481)
Remeasurement of post-employment benefit obligations	8	(2,470)	1,725
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		**14,870**	**(2,756)**
Other comprehensive income from continuing operation / (loss) for the year, net of tax		**(122,240)**	**218,066**
Other comprehensive income for the period, net of tax		**(122,240)**	**206,918**
Total comprehensive income from continuing operation for the period		**445,664**	**907,017**
Total comprehensive income from discontinued operation for the period		**(449)**	**212,149**
Total comprehensive income for the period		**445,215**	**1,119,166**
Attributable to:			
Owners of parent from continuing operation		426,536	814,979
Non-controlling interest from continuing operation		19,128	92,038
Owners of parent from discontinued operation		(449)	212,149
Non-controlling interest from discontinued operation		-	-
Owners of parent		426,087	1,027,128
Non-controlling interest		19,128	92,038

MOL HUNGARIAN OIL AND GAS PUBLIC LIMITED COMPANY AND SUBSIDIARIES

Consolidated statement of financial position

of the consolidated company financial statements prepared in accordance with International Financial Reporting Standards

	Notes	31 Dec 2023 HUF million	31 Dec 2022 HUF million
NON-CURRENT ASSETS			
Property, plant and equipment	9	3,997,801	3,817,879
Investment property	9	15,959	9,459
Intangible assets	9	525,569	552,588
Investments in associates and joint ventures	6	204,187	190,805
Other non-current financial assets	21	312,084	340,291
Deferred tax assets	7	135,123	109,899
Other non-current assets	13	71,995	85,555
Total non-current assets		**5,262,718**	**5,106,476**
CURRENT ASSETS			
Inventories	14	830,573	997,045
Trade and other receivables	23	959,082	931,511
Securities	21	3,763	7,295
Other current financial assets	21	64,643	177,963
Income tax receivable		25,197	12,239
Cash and cash equivalents	24	412,977	595,244
Other current assets	15	134,400	96,563
Assets classified as held for sale	19	9,772	43,363
Total current assets		**2,440,407**	**2,861,223**
Total assets		**7,703,125**	**7,967,699**
EQUITY	20		
Share capital		79,192	79,013
Retained earnings and other reserves		3,227,876	2,702,764
(Loss) / Profit for the year attr. to owners of parent		529,918	851,589
Equity attributable to owners of parent		**3,836,986**	**3,633,366**
Non-controlling interest		**360,326**	**378,770**
Total equity		**4,197,312**	**4,012,136**
NON-CURRENT LIABILITIES			
Long-term debt	21	913,181	650,413
Other non-current financial liabilities	21	5,142	20,671
Non-current provisions	16	557,215	584,447
Deferred tax liabilities	7	147,067	128,482
Other non-current liabilities	17	40,290	39,258
Total non-current liabilities		**1,662,895**	**1,423,271**
CURRENT LIABILITIES			
Short-term debt	21	185,401	468,686
Trade and other payables	21	961,965	1,001,634
Other current financial liabilities	21	204,916	231,454
Current provisions	16	114,748	115,001
Income tax payable		60,832	362,466
Liabilities classified as held for sale	19	0	2,161
Other current liabilities	18	315,056	350,890
Total current liabilities		**1,842,918**	**2,532,292**
Total liabilities		**3,505,813**	**3,955,563**
Total equity and liabilities		**7,703,125**	**7,967,699**

MOL HUNGARIAN OIL AND GAS PUBLIC LIMITED COMPANY AND SUBSIDIARIES

Consolidated statement of changes in equity

of the consolidated company financial statements prepared in accordance with International Financial Reporting Standards

	Notes	Share capital	Share premium	Fair valuation reserve	Reserve of exchange differences on translation	Retained earnings with profit for the year attr. to owners of parent	Total reserves	Equity attr. to owners of parent	Non-controlling interests	Total equity
		HUF million	HUF million	HUF million	HUF million	HUF million	HUF million	HUF million	HUF million	HUF million
Opening balance 1 Jan 2022		**78,163**	**219,389**	**27,567**	**474,378**	**1,977,653**	**2,698,987**	**2,777,150**	**312,781**	**3,089,931**
Profit / (loss) for the year from continuing operation		-	-	-	-	628,293	**628,293**	**628,293**	60,658	**688,951**
Profit / (loss) for the year from discontinued operation		-	-	-	-	223,297	**223,297**	**223,297**	-	**223,297**
Other comprehensive income / (loss) for the year from continuing operation		-	-	(10,090)	195,261	1,515	**186,686**	**186,686**	31,380	**218,066**
Other comprehensive income / (loss) for the year from discontinued operation		-	-	-	(11,148)	-	**(11,148)**	**(11,148)**	-	**(11,148)**
Total comprehensive income / (loss) for the year		-	-	(10,090)	184,113	853,105	**1,027,128**	**1,027,128**	92,038	**1,119,166**
Dividends	20	-	-	-	-	(191,285)	**(191,285)**	**(191,285)**	-	**(191,285)**
Dividends to non-controlling interests	20	-	-	-	-	-	**-**	**-**	(26,712)	**(26,712)**
Equity recorded for share-based payments	4	22	-	-	-	3,265	**3,265**	**3,287**	-	**3,287**
Treasury share transactions	20	828	-	-	-	16,923	**16,923**	**17,751**	-	**17,751**
Acquisition / divestment of subsidiaries		-	-	-	-	-	**-**	**-**	-	**-**
Acquisition of non-controlling interests		-	-	-	-	-	**-**	**-**	-	**-**
Other		-	-	-	-	(665)	**(665)**	**(665)**	663	**(2)**
Closing balance 31 Dec 2022		**79,013**	**219,389**	**17,477**	**658,491**	**2,658,996**	**3,554,353**	**3,633,366**	**378,770**	**4,012,136**
Opening balance 1 January, 2023		**79,013**	**219,389**	**17,477**	**658,491**	**2,658,996**	**3,554,353**	**3,633,366**	**378,770**	**4,012,136**
Profit / (loss) for the year from continuing operation		-	-	-	-	530,367	**530,367**	**530,367**	37,537	**567,904**
Profit / (loss) for the year from discontinued operation		-	-	-	-	(449)	**(449)**	**(449)**	-	**(449)**
Other comprehensive income / (loss) for the year from continuing operation		**-**	**-**	18,170	(119,371)	(2,630)	**(103,831)**	**(103,831)**	**(18,409)**	**(122,240)**
Other comprehensive income / (loss) for the year from discontinued operation		**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total comprehensive income / (loss) for the year		-	-	18,170	(119,371)	527,288	**426,087**	**426,087**	19,128	**445,215**
Dividends	20	-	-	-	-	(224,435)	**(224,435)**	**(224,435)**	**-**	**(224,435)**
Dividends to non-controlling interests	20	-	-	-	-	-	-	-	(38,387)	**(38,387)**
Equity recorded for share-based payments	4	179	-	-	-	3,652	**3,652**	**3,831**	-	**3,831**
Treasury share transactions	20	-	-	-	-	-	**-**	**-**	-	**-**
Acquisition / divestment of subsidiaries		-	-	-	-	(1,863)	**(1,863)**	**(1,863)**	815	**(1,048)**
Acquisition of non-controlling interests		-	-	-	-	-	**-**	**-**	-	**-**
Other		-	-	-	-	-	**-**	**-**	**-**	**-**
Closing balance 31 Dec 2023		**79,192**	**219,389**	**35,647**	**539,120**	**2,963,638**	**3,757,794**	**3,836,986**	**360,326**	**4,197,312**

MOL HUNGARIAN OIL AND GAS PUBLIC LIMITED COMPANY AND SUBSIDIARIES

Consolidated statement of cash flows

of the consolidated company financial statements prepared in accordance with International Financial Reporting Standards

	Notes	2023 HUF million	2022 HUF million
Profit/(Loss) before tax from continuing operation		**691,418**	**1,155,294**
Profit/(Loss) before tax from discontinued operation		**(449)**	**225,410**
Profit/(Loss) before tax		**690,969**	**1,380,704**
Adjustments to reconcile profit before tax to net cash provided by operating activities			
Depreciation, depletion, amortisation and impairment	4	471,684	458,242
Increase/(decrease) in provisions	16	(22,331)	31,816
Net (gain)/loss on asset disposal and divestments		(9,135)	(98,120)
Net interest expense/(income)	5	(2,233)	5,902
Other finance expense/(income)	5	(12,315)	53,952
Share of after-tax results of associates and joint ventures	6	(1,317)	29,486
Other items	26	7,516	134,088
Income taxes paid	7	(455,505)	(124,937)
Cash flows from operations before changes in working capital		**667,333**	**1,871,133**
Change in working capital		*86,683*	*(482,387)*
(Increase)/decrease in inventories	14	160,853	(271,245)
(Increase)/decrease in trade and other receivables	23	(62,968)	(629,517)
Increase/(decrease) in trade and other payables	21	64,449	204,818
(Increase)/decrease in other assets and liabilities	15, 18	(75,651)	213,557
Cash flows from operations		**754,016**	**1,388,746**
Capital expenditures	2	(503,118)	(615,922)
Proceeds from disposal of fixed assets		35,975	22,212
Acquisition of businesses (net of cash)	10	(124,817)	(193,685)
Proceeds from disposal of businesses (net of cash)	11, 19	46,228	(34,694)
(Increase)/Decrease in other financial assets	21	19,230	(83,231)
Interest received and other finance income	5	36,347	26,559
Dividends received	5	6,212	24,266
Cash flows used in investing activities		**(483,943)**	**(854,495)**
Proceeds from issue of bonds, notes and debentures		-	-
Repayments of bonds, notes and debentures		(279,735)	-
Proceeds from borrowings		1,020,713	1,226,532
Repayments of borrowings		(805,764)	(1,380,177)
Interest paid and other finance expense	5	(61,371)	(23,896)
Dividends paid to owners of parent	20	(229,485)	(191,236)
Dividends paid to non-controlling interest	20	(38,894)	(27,054)
Transactions with non-controlling interest		-	-
Net issue / repurchase of treasury shares		-	16,576
Other changes in equity		-	(1)
Cash flows used in financing activities		**(394,536)**	**(379,256)**
Currency translation differences relating to cash and cash equivalents		(66,256)	72,802
Increase/(decrease) in cash and cash equivalents		**(190,719)**	**227,797**
Cash and cash equivalents at the beginning of the year		595,244	367,447
Cash and cash equivalents at the end of the year		412,977	595,244
Change in Cash and cash equivalents		**(182,267)**	**227,797**
Change in cash and cash equivalents classified as asset held for sale		-	-
Change in Overdraft		(8,452)	-
Increase/(decrease) in cash and cash equivalents		**(190,719)**	**227,797**

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of MOL Nyrt.

Report on the Audit of the Separate Financial Statements

Opinion

We have audited the separate financial statements of MOL Nyrt. (the „Company") for the year 2023 included in the digital files 213800R83KX5FQFGXS67-2023-12-31-en.zip [1], which comprise the statement of financial position as at December 31, 2023 – which shows a total assets of HUF 4,659,445 million –, and the related statement of recognized income, statement of comprehensive income – which shows a total comprehensive income for the year of HUF 347,262 million –, statement of changes in equity and statement of cash flows for the year then ended and notes to the separate financial statements ("financial statements", "separate financial statements") including material accounting policy information.

In our opinion, the accompanying separate financial statements give a true and fair view of the financial position of the Company as at December 31, 2023 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (the „EU IFRS"), and the separate financial statements were prepared in all material respects in accordance with the provisions of the effective Hungarian Act C of 2000 on Accounting (the „Accounting Act") relevant to the entities preparing separate financial statements in accordance with EU IFRS.

Basis for Opinion

We conducted our audit in accordance with the Hungarian National Standards on Auditing and the effective Hungarian laws and other regulations on audits. Our responsibilities under these standards are further described in the "*The Auditor's Responsibilities for the Audit of the Financial Statements*" section of our report.

We are independent of the Company in compliance with the relevant effective Hungarian regulations and the "Rules of conduct (ethical rules) of the auditor profession and the disciplinary process" of the Chamber of Hungarian Auditors and, in respect of matters not regulated therein, the Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (the IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the same ethical requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

[1] Digital identification of financial statements with SHA 256 HASH algorithm:
4ff1ef3dac41a7b54a252594f0587be6e1eb5465c755c0b22abd3343aa190c3d

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the separate financial statements of the current period. These matters were addressed in the context of our audit of the separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the matter
Downstream third-party revenue	
(See Section 2. of the Notes to the Separate Financial Statements for the details) Downstream segment revenue recognition MOL Plc. has sales revenue from different revenue streams. We identified the downstream third-party sales as a significant source of revenue. MOL Nyrt. has HUF 3,111,449 million Total revenue from the downstream segment (3rd party HUF 1,535,615 million). Downstream segment involves the refining and petrochemical activity of the Company, which supplies consumers with petroleum products. IFRS 15 Revenue from Contracts with Customers establishes the principles of revenue recognition. According to the standard, company should consider the terms of the contract with the customer, and also all relevant facts and circumstances when deciding on the method and amount of revenue to be recognised. As the downstream segment covers a significant part of the oil and gas value chain, it involves various types of sales activities with different contractual terms and conditions, this inherently makes revenue recognition a more complex exercise. Detailed disclosures and related accounting policies are in notes 1., 2. and 3. of the separate financial statements. Due to the number and magnitude of the transactions, as well as the variety of contractual terms, downstream third-party revenue recognition was identified to be a key audit matter.	The relevant audit procedures performed by us included the following: - Evaluating the Company's revenue policies appropriateness in accordance with IFRS. - Evaluating of design and implementation and operating effectiveness of internal controls relating downstream third-party revenue - Assessment of relevant IT systems, - Performing substantive analytical procedures over the relevant revenue accounts, - Performing a test of details for third party transactions on a sample basis. Trace selected downstream revenue transactions to sales invoice and proof of supporting document. - Performing test of details sales transactions and credit notes right before and after the year end to check whether revenue has been recognized in the appropriate period.

Key audit matter	How our audit addressed the matter
Impairment of assets	
(See Section 8. of the Notes to the Separate Financial Statements for the details) The Company has HUF 428,365 million Total tangible assets and HUF 74,906 million intangible assets, with significant amounts related to the upstream and downstream segments. During the financial year, impairment losses of HUF 6,086 impairment million were recognized and reversals of HUF 1,816 million were made. The determination of impairment recognition or reversals of tangible assets and intangible assets requires application of professional judgement and use of subjective assumptions by management, the most significant assumptions applied in the impairment recognition or reversal determination are the following: - Changes in commodity prices and estimation of future price trends of crude oil and natural gas - Changes in macroeconomic conditions - Estimation of future production performance in exploration and production assets - Estimation of oil and gas reserves. Accounting policies and detailed disclosures regarding impairment of non-financial assets are described in points 1 and 8. of the separate financial statements. Assessing the value in use of assets requires complex judgements from the management. The evaluation of oil and gas reserves involves significant estimation uncertainty as it requires technical judgment by management. Assumptions made to determine the economically feasible quantity of reserves and resources rely on internally determined extraction quantities by geological experts within the Company. Based on the significance of the above described circumstances the impairment recognition and reversal of tangible assets and intangible assets in the case of the respective assets was identified as a key audit matter.	The relevant audit procedures performed by us included the following: - Evaluating the design and implementation of the internal controls relevant to the valuation process of respective assets - Assessing whether MOL's impairment methodology is in accordance with IFRS. - Assessing the assumptions and inputs used in impairment testing model and corroborating it with obtained internal and external data - Assessing the integrity and arithmetical, mathematical accuracy of certain impairment models. - Assessing Company's reserves and resources estimation methodologies and policies - Assessing the technical expertise and objectivity of the Company's internal experts regarding the valuation process and methodology for oil and gas reserves - Evaluating the design and implementation of the internal controls relevant to reserve and resource approvals - Performing retrospective analysis of production plans and estimated production units - Evaluating the reasonability of sensitivity analysis prepared by the management - Evaluating the disclosures whether they are in line with the relevant IFRS.

Other Matters

The previous financial year's report was audited by another auditor. The auditor's report was issued on March 23, 2023 contained an unqualified auditor's opinion.

Other Information

Other information comprises the information included in in the management discussion and analysis chapter, corporate governance chapter of the integrated annual report, and payments to government chapter of the integrated annual report and the business report of the Company for 2023, which we obtained prior to the date of this auditor's report, and the introduction chapter of the integrated annual report and sustainability information chapter of the integrated annual report, which is expected to be made available to us after that date, but does not include the financial statements and our auditor's report thereon. Management is responsible for the other information and for the preparation of the business report in accordance with the relevant provisions of the Accounting Act and other regulations. Our opinion on the financial statements provided in the section of our independent auditor's report entitled *"Opinion"* does not apply to the other information.

Our responsibility in connection with our audit of the financial statements is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Furthermore, in accordance with the Accounting Act, our responsibilities regarding the business report also include reviewing the business report to assess whether the business report was prepared in accordance with the relevant provisions of the Accounting Act and other regulations, if any, including the assessment whether the business report complies with the requirements of Section 95/B (2) e) and f) of the Accounting Act, and to express an opinion on the above and on whether the business report is consistent with the financial statements. Furthermore, in accordance with the Accounting Act we shall make a statement whether the information referred to in Section 95/B. (2) a)-d), g) and h) has been provided in the business report and whether the business report contains the non-financial statement provided for in Section 95/C.

In fulfilling this obligation, for the purpose of formulating our opinion on the business report we considered Commission Regulation (EU) 2019/815 of 17 December 2018 ("ESEF Regulation") as other regulation stipulating additional requirements pertaining to business reports.

In our opinion, the business report of the Company for 2023 corresponds to the financial statements of the Company for 2023 and the relevant provisions of the Accounting Act and *other relevant regulation* in all material respects. The information referred to in Section 95/B. (2) a)-d), g) and h) of the Accounting Act has been provided and the business report contains the non-financial statement provided for in Section 95/C..

In addition to the above, based on the information obtained about the Company and its environment, we must report on whether we became aware of any material misstatements in the other information and, if so, on the nature of such material misstatements. We have nothing to report in this regard.

When we read the introduction chapter of the integrated annual report and sustainability information chapter of the integrated annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Separate Financial Statements

Management is responsible for the preparation of separate financial statements that give a true and fair view in accordance with EU IFRSs and for the preparation of the separate financial statements in accordance with provisions of the Accounting Act relevant to entities preparing separate financial statements in accordance with EU IFRSs, and for such internal control as management determines is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

The Auditor's Responsibilities for the Audit of the Separate Financial Statements

Our objectives during the audit are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue, on the basis of the above, an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Hungarian National Standards on Auditing and the effective Hungarian laws and other regulations on audits will always detect a material misstatement when it exists. Misstatements can arise from fraud or error, and they are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.

As part of an audit in accordance with the Hungarian National Standards on Auditing and the effective Hungarian laws and other regulations on audits, we exercise professional judgment and maintain professional scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in the Company's internal control that we identify during the audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In compliance with Article 10 (2) of Regulation (EU) No. 537/2014 of the European Parliament and the Council, we provide the following information in our independent auditor's report, which is required in addition to the requirements of International Standards on Auditing:

Appointment of the Auditor and the Period of Engagement
We were appointed as the auditors of the Company by the General Meeting of Shareholders on 27 April 2023 and our uninterrupted engagement has lasted since our appointment.

Consistence with the Additional Report to the Audit Committee
We confirm that our audit opinion on the separate financial statements expressed herein is consistent with the additional report to the Audit Committee of the Company, which we issued on March 21, 2024 in accordance with Article 11 of Regulation (EU) No. 537/2014 of the European Parliament and the Council.

Provision of Non-audit Services
We declare that no prohibited non-audit services referred to in Article 5 (1) of Regulation (EU) No. 537/2014 of the European Parliament and the Council were provided by us to the Company. In addition, there are no other non-audit services which were provided by us to the Company and its controlled undertakings and which have not been disclosed in the separate financial statements.

The engagement partner(s) on the audit resulting in this independent auditor's report is the signatory of the report.

Report on compliance of the presentation of separate financial statements with the requirements set out in the regulation on the single electronic reporting format

We have undertaken a reasonable assurance engagement on compliance of the presentation of separate financial statements of the Company included in the digital files 213800R83KX5FQFGXS67-2023-12-31-en.zip („ESEF format financial statements") with the requirements set out in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format. („ESEF Regulation").

Responsibilities of Management and Those Charged with Governance for the ESEF format financial statements

The management is responsible for the presentation of ESEF format financial statements in accordance with the ESEF Regulation. This responsibility includes:

- the preparation of the financial statements in XHTML format;
- the design, implementation and maintenance of internal controls relevant to the application of the ESEF Regulation.

Those charged with governance are responsible for overseeing the Company's financial reporting process, including compliance with the ESEF Regulation.

Our responsibility and summary of the work performed

Our responsibility is to express an opinion on whether, in all material respects, the presentation of ESEF format financial statements complies with the ESEF Regulation, based on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with the Hungarian National Standard on Assurance Engagements (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information (ISAE 3000).

A reasonable assurance engagement in accordance with ISAE 3000 involves performing procedures to obtain evidence about compliance with the ESEF Regulation. The nature, timing and extent of procedures selected depend on the practitioner's judgment, including the assessment of the risks of material departures from the requirements set out in the ESEF Regulations, whether due to fraud or error. Our reasonable assurance engagement included obtaining an understanding of the internal controls relevant for the application of the ESEF Regulation and checking the appropriateness of Company's use of the XHTML format.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the ESEF format financial statements of the „Company" for the year ended December 31, 2023 included in the digital file 213800R83KX5FQFGXS67-2023-12-31-en.zip, is presented, in all material respects, in compliance with the requirements of the ESEF Regulation.

Report on Other Legal and Regulatory Requirements

Pursuant to Section 105/A (1) of Act LXXXVI of 2007 on Electricity and Government Decrees No. 273/2007. (X. 19.) and 19/2009. (I.30.) on their implementation (together: "Requirements") the preparation and application of accounting separation rules for each activity in accordance with the Requirements, the application of cross-financing-free pricing of transactions between the Company's businesses, and the preparation of the Activity Reports in accordance with the Accounting Act and the accounting separation rules prepared under the Requirements and the presentation of the same in the notes to the separate financial statements are the responsibility of the Company's management.

We comply with our specific reporting obligations under Section 105/A (1) of Act LXXXVI of 2007 on Electricity, as follows.

- In our opinion, the Activity Reports of the Company as an integrated electricity as disclosed in Appendix IV. paragraph g) of the separate financial statements as of 31 December 2023 have been prepared, in all material respects, in accordance with the Accounting Act and the accounting separation rules (the "Separation Rules") prepared based on the Requirements, and disclosed in Appendix IV. Paragraph g) of the separate Supplementary Notes.
- In addition to the above, based on our review, we are required to state whether any information has come to our attention that the separation rules developed and applied by the Company do not comply in all material respects with the Requirements and that the separation rules applied and the pricing of transactions between activities do not ensure that cross-financing is prevented between the Company's business lines in all material respects.
  We have nothing to report in this regard.

Budapest, March 21, 2024

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Molnár Gábor
on behalf of Deloitte Auditing and Consulting Ltd.
and as a statutory registered auditor

Deloitte Auditing and Consulting Ltd.
1068 Budapest, Dózsa György út 84/C.
Registration number: 000083

Registration number of statutory registered auditor: 007239

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Registered by the Capital Court of Registration
Company Registration Number: 01-09-071057

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of MOL Nyrt.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of MOL Nyrt. and its subsidiaries (the „Group") for the year 2023 included in the digital files 213800R83KX5FQFGXS67-2023-12-31-en.zip[1], which comprise the consolidated statement of financial position as at December 31, 2023 – which shows a total assets of HUF 7,703,125 million –, and the related consolidated statement of recognized income, consolidated statement of comprehensive income – which shows a total comprehensive income for the year of HUF 445,215 million –, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements including material accounting policy information.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2023 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (the „EU IFRS"), and the consolidated financial statements were prepared in all material respects in accordance with the provisions of the effective Hungarian Act C of 2000 on Accounting (the „Accounting Act") relevant to the entities preparing consolidated financial statements in accordance with EU IFRS.

Basis for Opinion

We conducted our audit in accordance with the Hungarian National Standards on Auditing and the effective Hungarian laws and other regulations on audits. Our responsibilities under these standards are further described in the "*The Auditor's Responsibilities for the Audit of the Consolidated Financial Statements*" section of our report.

We are independent of the Group in compliance with the relevant effective Hungarian regulations and the "Rules of conduct (ethical rules) of the auditor profession and the disciplinary process" of the Chamber of Hungarian Auditors and, in respect of matters not regulated therein, the Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (the IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with the same ethical requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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[1] Digital identification of digital file with SHA 256 HASH algorithm:
4ff1ef3dac41a7b54a252594f0587be6e1eb5465c755c0b22abd3343aa190c3d

Key audit matter	How our audit addressed the matter
Downstream third-party revenue	
(See Section 2. of the Notes to the Separate Financial Statements for the details) Downstream segment revenue recognition MOL Plc. has sales revenue from different revenue streams. We identified the downstream third-party sales as a significant source of revenue. MOL Plc. has HUF 7,210,704 million Total revenue from the downstream segment (3rd party HUF 4,802,543 million). Downstream segment involves the refining and petrochemical activity of the Group, which supplies consumers with petroleum products. IFRS 15 Revenue from Contracts with Customers establishes the principles of revenue recognition. According to the standard, companies should consider the terms of the contract with the customer, and also all relevant facts and circumstances when deciding on the method and amount of revenue to be recognised. As the downstream segment covers a significant part of the oil and gas value chain, it involves various types of sales activities with different contractual terms and conditions, this inherently makes revenue recognition a more complex exercise. Detailed disclosures and related accounting policies are in notes 1., 2. and 3. of the consolidated financial statements. Due to the number and magnitude of the transactions, as well as the variety of contractual terms, downstream third-party revenue recognition was identified to be a key audit matter.	The relevant audit procedures performed by us included the following: - Evaluating the Group's revenue policies appropriateness in accordance with IFRS. - Evaluating of design and implementation and operating effectiveness of internal controls relating downstream third-party revenue - Assessment of relevant IT systems, - Performing substantive analytical procedures over the relevant revenue accounts, - Performing a test of details for third party transactions on a sample basis. Trace selected downstream revenue transactions to sales invoice and proof of supporting document. - Performing test of details sales transactions and credit notes right before and after the year end to check whether revenue has been recognized in the appropriate period.

Key audit matter	How our audit addressed the matter
Impairment of assets	
(See Section 9. of the Notes to the Financial Statements for the details) The Group has HUF 4,006,729 million Total tangible assets and HUF 526,055 million intangible assets , with significant amounts related to the upstream and downstream segments. During the financial year, impairment losses of HUF 81,212 million were recognized and reversals of HUF 7,210 million were made. The determination of impairment recognition or reversals of tangible assets and intangible assets requires application of professional judgement and use of subjective assumptions by management, the most significant assumptions applied in the impairment recognition or reversal determination are the following: - Changes in commodity prices and estimation of future price trends of crude oil and natural gas - Changes in macroeconomic conditions - Estimation of future production performance in exploration and production assets - Estimation of oil and gas reserves. Accounting policies and detailed disclosures regarding impairment of non-financial assets are described in points 1 and 9. of the consolidated financial statements. Assessing the value in use of assets requires complex judgements from the management. The evaluation of oil and gas reserves involves significant estimation uncertainty as it requires technical judgment by management. Assumptions made to determine the economically feasible quantity of reserves and resources rely on internally determined extraction quantities by geological experts within the Group. Based on the significance of the above described circumstances the impairment recognition and reversal of tangible assets and intangible assets in the case of the respective assets was identified as a key audit matter.	The relevant audit procedures performed by us included the following: - Evaluating the design and implementation of the internal controls relevant to the valuation process of respective assets - Assessing whether MOL's impairment methodology is in accordance with IFRS. - Assessing the assumptions and inputs used in impairment testing model and corroborating it with obtained internal and external data - Assessing the integrity and arithmetical, mathematical accuracy of certain impairment models. - Assessing Group's reserves and resources estimation methodologies and policies. - Assessing the technical expertise and objectivity of the Group's internal experts regarding the valuation process and methodology for oil and gas reserves - Performing retrospective analysis of production plans and estimated production units - Evaluating the reasonability of sensitivity analysis prepared by the management - Evaluating the disclosures whether they are in line with the relevant IFRS.

Other Matters

The previous financial year's consolidated report was audited by another auditor. The auditor's report was issued on March 23, 2023 contained an unqualified auditor's opinion.

Other Information

Other information comprises the information included in the management discussion and analysis chapter, corporate governance chapter of the integrated annual report, and payments to government chapter of the integrated annual report and the consolidated business report of the Group for 2023, which we obtained prior to the date of this auditor's report, and the introduction chapter of the integrated annual report and sustainability information chapter of the integrated annual report, which is expected to be made available to us after that date, but does not include the consolidated financial statements and our auditor's report thereon. Management is responsible for the other information and for the preparation of the consolidated business report in accordance with the relevant provisions of the Accounting Act and other regulations. Our opinion on the consolidated financial statements provided in the section of our independent auditor's report entitled *"Opinion"* does not apply to the other information.

Our responsibility in connection with our audit of the consolidated financial statements is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Furthermore, in accordance with the Accounting Act, our responsibilities regarding the consolidated business report also include reviewing the consolidated business report to assess whether the consolidated business report was prepared in accordance with the relevant provisions of the Accounting Act and other regulations, if any, including the assessment whether the consolidated business report complies with the requirements of Section 95/B (2) e) and f) of the Accounting Act, and to express an opinion on the above and on whether the consolidated business report is consistent with the consolidated financial statements. Furthermore, in accordance with the Accounting Act we shall make a statement whether the information referred to in Section 95/B. (2) a)-d), g) and h) has been provided in the consolidated business report and whether the consolidated business report contains the non-financial statement provided for in Section 134 (5).

In fulfilling this obligation, for the purpose of formulating our opinion on the consolidated business report we considered Commission Regulation (EU) 2019/815 of 17 December 2018 ("ESEF Regulation") as other regulation stipulating additional requirements pertaining to consolidated business reports.

In our opinion, the consolidated business report of the Group for 2023 corresponds to the consolidated financial statements of the Group for 2023 and the relevant provisions of the Accounting Act and other relevant regulation listed above in all material respects. The information referred to in Section 95/B. (2) a)-d), g) and h) of the Accounting Act has been provided and the consolidated business report contains the non-financial statement provided for in Section 134 (5).

In addition to the above, based on the information obtained about the Group and its environment, we must report on whether we became aware of any material misstatements in the other information and, if so, on the nature of such material misstatements. We have nothing to report in this regard.

When we read the introduction chapter of the integrated annual report and sustainability information chapter of the integrated annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with EU IFRSs and for the preparation of the consolidated financial statements in accordance with provisions of the Accounting Act relevant to entities preparing financial statements in accordance with EU IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

The auditor's responsibilities for the audit of the consolidated financial statements

Our objectives during the audit are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue, on the basis of the above, an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Hungarian National Standards on Auditing and the effective Hungarian laws and other regulations on audits will always detect a material misstatement when it exists. Misstatements can arise from fraud or error, and they are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Hungarian National Standards on Auditing and the effective Hungarian laws and other regulations on audits, we exercise professional judgment and maintain professional scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to

the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in the Group's internal control that we identify during the audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In compliance with Article 10 (2) of Regulation (EU) No. 537/2014 of the European Parliament and the Council, we provide the following information in our independent auditor's report, which is required in addition to the requirements of International Standards on Auditing:

Appointment of the Auditor and the Period of Engagement
We were appointed as the auditors of the MOL Nyrt. by the General Meeting of Shareholders on 27 April 2023 and our uninterrupted engagement has lasted since our appointment.

Consistence with the Additional Report to the Audit Committee
We confirm that our audit opinion on the consolidated financial statements expressed herein is consistent with the additional report to the Audit Committee of MOL Nyrt., which we issued on 21 March 2024 in accordance with Article 11 of Regulation (EU) No. 537/2014 of the European Parliament and the Council.

Provision of Non-audit Services
We declare that no prohibited non-audit services referred to in Article 5 (1) of Regulation (EU) No. 537/2014 of the European Parliament and the Council were provided by us to the Group. In addition, there are no other non-audit services which were provided by us to the MOL Nyrt. and its controlled undertakings and which have not been disclosed in the consolidated financial statements.

The engagement partner on the audit resulting in this independent auditor's report is the signatory of the report.

Report on compliance of the presentation of consolidated financial statements with the requirements set out in the regulation on the single electronic reporting format

We have undertaken a reasonable assurance engagement on compliance of the presentation of consolidated financial statements of the Group included in the digital file 213800R83KX5FQFGXS67-2023-12-31-en.zip („ESEF format consolidated financial statements") with the requirements set out in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format. („ESEF Regulation").

Responsibilities of Management and Those Charged with Governance for ESEF format consolidated financial statements

The management is responsible for the presentation of the ESEF format consolidated financial statements in accordance with the ESEF Regulation. This responsibility includes:

- the preparation of the consolidated financial statements in XHTML format;
- the selection and application of appropriate iXBRL tags using judgement where necessary; including full application of relevant tags and proper creation and anchoring of extension elements; and
- the design, implementation and maintenance of internal controls relevant to the application of the ESEF Regulation.

Those charged with governance are responsible for overseeing the Group's financial reporting process, including compliance with the ESEF Regulation.

Our responsibility and summary of the work performed

Our responsibility is to express an opinion on whether, in all material respects, the presentation of ESEF format consolidated financial statements complies with the ESEF Regulation, based on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with the Hungarian National Standard on Assurance Engagements (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information (ISAE 3000).

A reasonable assurance engagement in accordance with ISAE 3000 involves performing procedures to obtain evidence about compliance with the ESEF Regulation. The nature, timing and extent of procedures selected depend on the practitioner's judgment, including the assessment of the risks of material departures from the requirements set out in the ESEF Regulations, whether due to fraud or error. Our reasonable assurance engagement included obtaining an understanding of tagging, obtaining an understanding of the internal controls relevant for the application of the ESEF Regulation, checking the appropriateness of Group's use of the XHTML format, evaluating the completeness of Group's tagging of the consolidated financial statements using the XBRL markup language, evaluating the appropriateness of Group's use of iXBRL elements selected from the ESEF taxonomy and the creation of extension elements and evaluating the use of anchoring in relation to the extension elements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the ESEF format consolidated financial statements of the Group for the year ended December 31, 2023 included in the digital file 213800R83KX5FQFGXS67-2023-12-31-en.zip is presented, in all material respects, in compliance with the requirements of the ESEF Regulation.

Report on Other Legal and Regulatory Requirements

Pursuant to Section 105/A (1) of Act LXXXVI of 2007 on Electricity, Section 120 (5) of Act XL of 2008 on Natural Gas Supply and Government Decrees No. 273/2007. (X. 19.) and 19/2009. (I.30.) on their implementation (together: "Requirements") the preparation and application of accounting separation rules for each activity in accordance with the Requirements, the application of cross-financing-free pricing of transactions between the Group's businesses, and the preparation of the Activity Reports in accordance with the Accounting Act and the accounting separation rules prepared under the Requirements and the presentation of the same in the notes to the consolidated financial statements are the responsibility of the Group's management.

We comply with our specific reporting obligations under Section 105/A (1) of Act LXXXVI of 2007 on Electricity, Section 120 (5) of Act XL of 2008 on Natural Gas Supply as follows.

- In our opinion, the Activity Reports of the Group as an integrated electricity, natural gas supplier, as disclosed in Appendix V. of the consolidated financial statements as of 31 December 2023 have been prepared, in all material respects, in accordance with the Accounting Act and the accounting separation rules (the "Separation Rules") prepared based on the Requirements, and disclosed in Appendix V. of the consolidated Supplementary Notes.
- In accordance with the Requirements, the Activity Records were prepared in a consolidated manner based on the consolidated financial statements.
- In addition to the above, based on our review, we are required to state whether any information has come to our attention that the separation rules developed and applied by the Group do not comply in all material respects with the Requirements and that the separation rules applied and the pricing of transactions between activities do not ensure that cross-financing is prevented between the Group's business lines in all material respects. We have nothing to report in this regard.

Budapest, March 21 2024,

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Molnár Gábor
on behalf of Deloitte Auditing and Consulting Ltd.
and as a statutory registered auditor

Deloitte Auditing and Consulting Ltd.
1068 Budapest, Dózsa György út 84/C.
Registration number: 000083

Registration number of statutory registered auditor: 007239

AGENDA ITEM No. 1

Report of the Supervisory Board on the 2023 financial statements

The Supervisory Board and the Audit Committee selected from its independent members continued to perform their duties in accordance with the relevant laws and company regulations throughout 2023. Both committees held 5 meetings during the year, the chairman of the Audit Committee regularly reported on the topics discussed by the committee at the meetings of the Supervisory Board. The Audit Committee assisted the Supervisory Board in auditing the financial reporting system as a priority, reviewing the financial statements of 2023 and supported the report of the Supervisory Board.

In the Supervisory Board's annual work plan, in addition to the topics related to legal compliance, the Supervisory Board focused on long-term sustainability issues, with particular emphasis on strategy, long-term investment policy, the provision, retention and development of human resources and knowledge, and corporate governance.

The Board of Directors regularly reported to the Supervisory Board on the management, the financial situation and the business policy of the Company. In addition to the reports of the Board of Directors, the Senior Management and the Audit Committee, the Supervisory Board also received a briefing from the Internal Audit and, as in previous years, detailed information and important business updates on the functioning of the major business areas such as , Investor Relations, Corporate Relations and Regulatory Affairs, Group Compliance and Ethics, Group Security and Cybersecurity.

The Supervisory Board held a series of in-depth discussions encompassing a broad range of topics, including progress on health & safety and environmental performance, digital transformation and information security, macroeconomic and industrial developments, changes to the regulatory landscape in the European Union, the progress of major strategic projects.

Overall the Supervisory Board received continuous and adequate information on the decisions of the Board of Directors and issues concerning the Company.

After evaluating the audit tender for financial year 2023, the Supervisory Board, with the support of the Audit Committee, proposed to elect auditor, Deloitte Auditing and Consulting Ltd.

The Company’s 2023 financial statements - prepared in compliance with International Financial Reporting Standards as adopted by the European Union (“IFRS”) - were audited by Deloitte Auditing and Consulting Ltd. and provide a true and fair view of its economic operations in compliance with their opinion. The accounting methods applied in developing these financial reports are supported by the report of the Audit Committee, comply with the provisions of the Accounting Act and the IFRS rules and are consistent with the accounting policies of the Company. All figures in the balance sheet are supported by analytical bookkeeping. Assessment and payment of tax obligations were executed as prescribed by law

The year 2023 brought normalisation in hydrocarbon prices and downstream margins, while government takes continued to burden results significantly, and the strong internal performance of the Group could not fully counter these adverse effects. This was reflected in the financial statements for the year, with the Group reaching clean CCS EBITDA of USD 3.1bn, representing 34% decrease year-on-year, and 1.9bn profit before tax, down 37% compared to 2022. Similarly to the 2022 financial year, various extra government takes have burdened the Group EBITDA. On top of the Urals-Brent spread based tax, retail taxes, price caps, and the extra mining royalty, newly introduced revenue based and CO2 taxes have pressured the Company’s results. Total investments reached USD 1.8bn, including sustain type and strategic project spending as well as capital expenditure for inorganic expansion. The above developments led to net debt/EBITDA ratio increasing from 0.30 to 0.59.

In line with the above, the Supervisory Board proposes that the General Meeting approves the audited financial statements of MOL Plc. for 2023 with total assets of HUF 4,659,445 million and the net income of HUF 343,774 million and the audited consolidated financial statements of MOL Group for 2023 with total assets of HUF 7,703,125 million and the net income of HUF 567,455 million.

The Supervisory Board has reviewed and supports all proposals and materials of the Board of Directors submitted to the General Meeting and recommends to the General Meeting to approve the proposals.

In line with the Dividend Proposal the Supervisory Board discussed and endorses the recommendation of the Board of Directors to pay out a total HUF 197,958,824,000 as dividend in 2024 based on the year ended 31 December 2023.

Further, the Supervisory Board has reviewed and approved the Corporate Governance Declaration and recommends to the General Meeting to approve it.

Budapest, 4 April 2024

On behalf of the Supervisory Board and the Audit Committee of MOL Plc.:

Zoltán Áldott Chairman of the Supervisory Board	Dr. Anett Pandurics Chairperson of the Audit Committee

Proposal to Item No. 1 of the Agenda

Decision on the approval of the Company's 2023 IFRS parent company and consolidated financial statements, the distribution of profit after taxation and the amount of dividend

The Board of Directors submits to the General Meeting the following resolution proposal

Proposed resolution

The General Meeting approves the 2023 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 as adopted by the European Union (IFRS) and the related independent auditors' report with total assets of HUF 4,659,445 million and profit for the period of HUF 343,774 million.

The General Meeting furthermore approves the 2023 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 total assets of HUF 7,703,125 million and profit for the period of HUF 567,455 million.

Note: In accordance with the EU Regulation 2019/815 and the Transparency Directive, issuers shall prepare their annual financial reports in XHTML format from 2021.

Proposal to Item No. 1 of the Agenda

Decision on the amount of dividend after 2023

MOL has always been following a conservative financial policy, making sure it has financial stability and sufficient liquidity with a robust balance sheet, which provides both safety and flexibility. MOL also remains committed to provide its shareholders a competitive return through the distribution of cash dividends. Accordingly, the dividend proposal of the Board of Directors is always a balancing act, taking into account the company's actual balance sheet as well as the outlook for organic and inorganic growth opportunities. MOL considers cash dividends as the primary shareholder remuneration tool.

2023 was a challenging year, MOL generated USD 3.1 billion clean CCS EBITDA, down 34% compared to 2022 yet exceeding the annual guidance of USD 2.8 billion, and profit before tax amounted to USD 1.9 billion, a 37% decrease compared to 2022 due to difficult macroeconomic climate, turbulent oil industry, hectic tax policies and government takes. Given these effects and the cash flow effect of windfall and other tax payments, free cash flow (the sum of operating and investing cash flows) stood at USD 767 million, as opposed to USD 1.286 million in 2022. At the end of 2023, the Net Debt to EBITDA ratio stood at 0.59, higher than the 0.3 figure in 2022 but well below the guidance ceiling of 1.0. This financial headroom provides MOL with flexibility that is required since the level of uncertainty clearly increased since the start of the war in Ukraine, furthermore the current level of indebtedness provides sufficient financial cushion to the funding of upcoming transformational projects. The Board of Directors considered the 2023 results, the strength of the balance sheet, future investment plans and uncertainties of external market conditions in light of the recent macro developments and regulatory and taxation measures, therefore the Board of Directors proposes to keep the base dividend at around HUF 150 per share, in line with last year. Additionally, the Board of Directors proposed that an additional special dividend amounting to around HUF 100 per share is distributed. The base and special dividend proposal implies a total dividend per share of approximately HUF 250.

These amounts would correspond to a total dividend payment of HUF 197,958,824,000 paid for the financial year 2023 – taking into account the expected approximate number of treasury shares at the record date –, which the Board of Directors proposes to the General Meeting.

Based on the above, the Board of Directors submits to the General Meeting the following resolution proposal:

Proposed resolution

The General Meeting decides that a total sum of HUF 197,958,824,000 shall be paid out as dividend in 2024, for the 2023 financial year. The dividend on treasury shares will be distributed to those shareholders eligible for such dividend, in proportion to their number of shares. The net profit shall be transferred to retained earnings.

Proposal to Item No. 1 of the Agenda

Approval of the Corporate Governance Declaration

Budapest Stock Exchange (“BSE”) published its corporate governance recommendations (“Recommendations”) in 2004. In the same year, MOL voluntarily submitted its declaration on the compliance with the Recommendations among first issuers. From 2005 MOL is obliged to submit its declaration on the Recommendations. The Board of Directors approved the declaration in both years. Pursuant to the Company Act (Act IV of 2006 on Business Associations) effective in 2006, from 1 July 2006 the declaration needs to be approved by the general meeting, MOL however playing a pioneer role approved already in 2006 by its annual general meeting the declaration to be submitted to the BSE. The Civil Code (Act V of 2013 on the Civil Code) currently in force containing – among others – the provisions regarding the business associations requires the public limited company to present to the annual general meeting the company governance and management report prepared according to the rules applicable to the actors of the given stock exchange.

The BSE has modified its Corporate Governance Recommendations (“CGR”) several times in recent years, the latest amendment came into force on 1 January 2021.

According to the CGR, companies listed on the stock exchange are required to express their views on their corporate governance practices in two ways. In the first part of the statement they have to give account of the corporate governance practices applied by their company in the given business year, including their corporate governance policy, and a description of any unusual circumstances.

In the second part of the statement, in accordance with the "comply or explain" principle, they have to indicate their compliance with those recommendations included in specified sections of the CGR ("R" - recommendation) and whether they apply the different suggestions formulated in the CGR ("S" - suggestion). If the issuer does not apply the recommendation or applies it in a different manner, an explanation of what the discrepancies are and the reasons for the said discrepancies should be provided ("comply or explain" principle). In the case of suggestions, companies shall only indicate whether they apply the given guideline or not; there is no need for a specific explanation.

The Corporate Governance Guidelines of the BSE are available on: https://bse.hu/Issuers/corporate-governance-recommendations/Corporate-Governance-Recommendations

Based on the above, the Board of Directors submits to the General Meeting the following resolution proposal:

Proposed resolution

The General Meeting approves the Corporate Governance Declaration, based on the Corporate Governance Recommendations of the Budapest Stock Exchange.

DECLARATION

MOL Plc. Corporate Governance Report in accordance with Budapest Stock Exchange Corporate Governance Recommendations

Content

MOL Hungarian Oil and Gas Public Limited Company (hereinafter: “MOL” or “Company”) has always been committed to implementing the highest standards of corporate governance structures and practices. This is not only with regard to national expectations but also with reference to the continually evolving and improving standards of good governance on an international level. As a result MOL is geared towards shareholders’ interests, whilst taking into account the interests of a broader group of stakeholders inevitably necessary to enhance the creation of exceptional value for MOL’s shareholders and society.

Among other things, the voluntary approval of the declaration on the Budapest Stock Exchange Corporate Governance Recommendations by the Annual General Meeting in 2006, before the official deadline, served as testament to the Company’s commitment to corporate governance. In addition, MOL made a declaration concerning the application of the corporate governance recommendations of the Warsaw Stock Exchange prior to the admission of its shares to the Warsaw Stock Exchange in December 2004. The Company submits its declaration on this topic to the Budapest Stock Exchange every year, reviews the compliance with the Recommendation of the Warsaw Stock Exchange and in case of any change, publishes it.

MOL’s corporate governance practice meets the requirements of the regulations of the Budapest Stock Exchange and the relevant capital market regulations. MOL also subjects its policies to regular review to ensure that they take account of the continually evolving international best practice in this area.

1. THE OPERATION OF THE BOARD OF DIRECTORS

1.1. Brief presentation of the operation of the Board of Directors

MOL’s Board of Directors acts as the highest managing body of the Company and as such has collective responsibility for all corporate operations.

The Board’s key activities are focused on achieving increasing shareholder value with also consideration to other stakeholders’ interest; improving efficiency and profitability and ensuring transparency in corporate activities and sustainable operation. It also aims to ensure appropriate risk management, environmental protection and conditions for safety at work.

All decisions related to corporate governance which do not fall within the exclusive competence of the General Meeting or other corporate bodies by law or the Articles of Association belong to the competence of the Board of Directors.

Given that MOL and its subsidiaries effectively operate as a single economic unit, the Board is also responsible for enforcing its aims and policies and for promoting the MOL culture throughout the entire Group.

1.2. The distribution of responsibilities and tasks between the Board of Directors and the management.

Operation of the Board of Directors

The Board acts and adopts resolutions as a collective body.

The Board adopted a set of rules (Charter) to govern its own activities in 1991, when the Company was founded; these rules were updated in February, 2022 to ensure continued adherence to best practice standards.

The Charter covers:

- scope of the authority and responsibilities of the Board,
- scope of the committees operated by the Board,
- the scope of the information required by the Board and the frequency of reports,
- main responsibilities of the Chairman and the Deputy Chairman,
- order and preparation of Board meetings and the permanent items of the agenda, and
- decision-making mechanism and the manner in which the implementation of resolutions is monitored,
- rules on conflict of interest.

Members of the Board of Directors shall sign an Annual Declaration on Conflict of Interest in accordance with the form approved by the Board of Directors simultaneously with accepting their membership, and in every calendar year 30 days prior to the date of the annual general meeting. If any conflict of interest specified in the Charter of the Board of Directors occurs with respect to the member of the Board of Directors, such member shall report in Ad hoc Declaration on Conflict of Interest to the Corporate Governance and Remuneration Committee.

The Board of Directors reviewed the publications and the publication processes of MOL Plc. and concluded that the company has robust and efficient processes in place to ensure full compliance with the BSE Corporate Governance Recommendations.

Relationship with the Board of Directors and MOL Group organisations

The governance of the Company is carried out in line with standardised corporate governance principles and practice, and within its framework, starting from 1 February, 2019 authorities and tasks related to the operation of the Company, furthermore certain responsibilities and tasks of strategic importance from the view of Company operations are divided between two top management committees, the Chief Executives' Committee ("CEC") and the Management Committee ("MC").

A consistent document prescribes the distribution of decision-making authorities between the Board of Directors and the Company's organisations, defining the key control points required for the efficient development and operation of MOL Group's processes.

Control and management of MOL Group is implemented through business and functional organisations. To enhance corporate governance MC provides a direct link between the CEC and the Company's work organization, vast majority of the topics discussed by the MC are related to the core operation of the Company. The Chairman of the MC is the Group Chief Executive Officer, its members are the Group Chief Financial Officer, the Group Exploration & Production Executive Vice President, the Group Downstream Executive Vice President, the Group Consumer Services Executive Vice President, the Chief Executive Officer of SLOVNAFT, a.s., the President of the Management Board of INA d.d., the MOL Hungary Managing Director, the Group HR Senior Vice President, the Group Strategic Operations and Corporate Development Executive Vice President and the Group Industrial & Corporate Services Vice President.

The CEC, being the regular forum of the three level 1 leaders of the Company, is established with the aim of adopting strategic decisions which do not belong in the competency of the Board of Directors or the general meeting. The CEC examines and supervises matters to be submitted the Board of Directors, furthermore renders preliminary opinion on certain proposals submitted to the Board of Directors. The Chairman of the Chief Executives' Committee is the Chairman-CEO, its members are the Group Chief Executive Officer and the Deputy Chief Executive Officer.

Additionally, the CEC and the MC operate as decision-making bodies in all questions delegated to their competence by internal regulations and which do not belong in the capacities of the Board of Directors or the general meeting in accordance with the laws and the Articles of Association.

Each member of the MC and the CEC shall have one vote, decisions of the forums are passed with a simple majority of the votes.

2. INTRODUCTION OF THE MAIN MANAGEMENT BODIES

2.1. Board of Directors

The majority of the members of the Board of Directors are non-executive directors (7 out of 11 members), thus ensuring the independence of the Board from the work organization.

In the course of 2023, 7 members of the Board of Directors were independent in accordance with their related declaration (based on NYSE and EU recommendations).

Members of the Board of Directors in 2023 and their status of independence (professional CVs of members are available on the Company's website):

Name	Status	Mandate
Zsolt Hernádi, Chairman	non-independent	Elected by the General Meeting to be member of the Board of Directors from 24 February, 1999
Dr. Sándor Csányi, Deputy Chairman	independent	Elected by the General Meeting to be member of the Board of Directors from 20 October, 2000
Zsigmond Járai	independent	Elected by the General Meeting to be member of the Board of Directors from 29 April, 2010
Dr. János Martonyi	independent	Elected by the General Meeting to be member of the Board of Directors from 1 July, 2014
József Molnár	non-independent	Elected by the General Meeting to be member of the Board of Directors from 12 October, 2007
Dr. László Parragh	independent	Elected by the General Meeting to be member of the Board of Directors from 29 April, 2010
Dr. Anthony Radev	independent	Elected by the General Meeting to be member of the Board of Directors from 30 April, 2014

Dr. Martin Roman	independent	Elected by the General Meeting to be member of the Board of Directors from 29 April, 2010
Talal Al-Awfi	independent	Elected by the General Meeting to be member of the Board of Directors from 30 April, 2019
JUDr. Oszkár Világi	non-independent	Elected by the General Meeting to be member of the Board of Directors from 1 May, 2011
Dr. György Bacsa	non-independent	Elected by the General Meeting to be member of the Board of Directors from 23 December, 2021

2.2. Supervisory Board

The Supervisory Board is responsible for monitoring and supervising the Board of Directors on behalf of the shareholders (general meeting). Members of the Supervisory Board shall be elected by the general meeting for a definite period, but for a maximum of five (5) years. The Supervisory Board currently consists of 12 members. In accordance with the Civil Code, 1/3 of the members shall be representatives of the employees, accordingly currently four members of the MOL Supervisory Board are employee representatives while the other eight external persons are appointed by the shareholders.

The members of the Supervisory Board and their independence status:

Zoltán Áldott, Chairman	non-independent
Dr. Anett Pandurics, Deputy Chairperson	independent
Péter Bíró*	independent
Dr. Lajos Dorkota	independent
Norbert Izer	independent
Kaderják Péter	independent
András Lánczi	independent
Ivan Mikloš	independent
Márton István Nagy**	independent
Bálint Péter Kis	non-independent (employee representative)
Dr. Sándor Puskás	non-independent (employee representative)
Kálmán Serfőző	non-independent (employee representative)
Csaba Szabó***	non-independent (employee representative)
András Tóth	non-independent (employee representative)

* Péter Bíró was elected by the 2023 Annual General Meeting as member of the Supervisory Board from 1 May 2023
** Márton István Nagy resigned from his position with an effective date of 30 April 2023
*** The mandate of Csaba Szabó has expired on 11 April 2023.

The Chairman of the Supervisory Board is a permanent invitee to the meetings of the Board of Directors, Finance and Risk Management Committee and Sustainable Development Committee meetings.

Regular agenda points of the Supervisory Board include the quarterly report of the Board of Directors on the Company's operations and the reports of Internal Audit and Corporate Security, furthermore it is informed on other relevant topics. In addition, the Supervisory Board reviews the proposals for the Annual General Meeting.

2.3. Management members CEC and MC

Members of the CEC:

Zsolt Hernádi	Chairman-CEO (C-CEO)
József Molnár	Group Chief Executive Officer (GCEO)
Dr. Oszkár Világi	Deputy Chief Executive Officer (DCEO); C-CEO, SLOVNAFT, a.s.

Members of the MC:

József Molnár	Group Chief Executive Officer (GCEO)
Lana Faust Križan	Group HR Senior Vice President
Zsuzsanna Ortutay	President of INA d.d. Management Board and member of the MC since 1 July 2023
Berislav Gašo	Group Exploration & Production Executive Vice President and member of the MC until 31 January 2023

Péter Ratatics	Group Consumer Services Executive Vice President, President of INA d.d. Management Board until 30 June 2023
Marek Senkovič	CEO of SLOVNAFT, a.s.
József Simola	Group Chief Financial Officer (GCFO)
Gabriel Szabó	Group Downstream Executive Vice President
Dr. György Bacsa	Group Strategic Operations and Corporate Development Executive Vice President, MOL Hungary Managing Director
Péter Labancz*	Group Industrial & Corporate Services Vice President

* Member of the MC since 5 June 2023

2.4. Presentation of the committees' structures

The Board operates its committees to increase the efficiency of the Board's operations and to provide the appropriate professional background for decision-making.

The committees are preparatory, advisory, opinion-forming and proposal-preparing bodies of the Board of Directors and have prior opinion-forming rights, as set out by MOL Group's List of Decision-making Authorities, in certain questions belonging to the competency of the Board of Directors and in those which are delegated to the competency of respective executive members of the Board of Directors, as the executive management of the Company.

The responsibilities and the rules of procedure of the committees are determined by the Board of Directors based on the proposal of the chairmen of the committees.

The Chairman of the Board of Directors may also request the committees to perform certain tasks.

The members and chairmen of the committees are elected by the Board of Directors. The majority of committee members are non-executive and independent.

The Board operates the following committees and allocates responsibilities to the various committees as follows:

Corporate Governance and Remuneration Committee

Members and dates of appointment to the committee (professional CVs of members are available on the Company's website):

- Dr. Sándor Csányi - chairman, 17 November, 2000
- Zsolt Hernádi, 8 September, 2000
- Dr. Martin Roman, 4 June, 2010
- Dr. Anthony Radev, 30 May, 2014
- Dr. János Martonyi, 1 July, 2014

The Chairman of the Board of Directors is a permanent member of the Corporate Governance and Remuneration Committee.

Responsibilities:

- Analysis and evaluation of the activities of the Board of Directors,
- issues related to Board/Supervisory Board membership,
- promoting the contact between shareholders and the Board,
- procedural, ethical and regulatory issues,
- reviewing corporate processes, procedures, organisational solutions and compensation and incentive systems and making recommendations on the implementation of best practices.

Finance and Risk Management Committee

Members and dates of appointment to the committee (professional CVs of members are available on the Company's website):

- Zsigmond Járai – chairman, 4 June, 2010
- Dr. László Parragh, 20 February, 2014

- Dr. Anthony Radev, 30 May, 2014
- Talal Al-Awfi, 30 May, 2019
- József Molnár, 8 September, 2022

The Chairman of the Board of Directors, the Chairman of the Supervisory Board and the Chairperson of the Audit Committee are permanent invitees to the meetings of the Finance and Risk Management Committee.

Responsibilities:

- Review of financial and related reports,
- monitoring the efficiency of the internal audit system,
- review of the scope and results of the planning and audit,
- monitoring of the risk management system,
- monitoring the liquidity position of the Company, the financial and operational risks and the management thereof, review of the operation of Enterprise Risk Management (ERM) system,
- monitoring the independence and objectivity of the external auditor.

Sustainable Development Committee

Members and dates of appointment to the committee (professional CVs of members are available on Company website):

- Dr. László Parragh – Chairman, 30 May, 2014
-
- Dr. János Martonyi, 1 July, 2014
- Dr. György Bacsa, 8 September, 2022

The Chairman of the Board of Directors, the Chairman and Deputy Chairperson of the Supervisory Board are permanent invitees to the meetings of the Sustainable Development Committee.

Responsibilities:

- To review, evaluate and comment for the Board of Directors on all proposals related to sustainable development (SD),
- to monitor the development and implementation of all SD related policies (e.g. HSE, Code of Ethics, etc.) and discuss ethical issues,
- to supervise the progress on the strategic focus areas of SD in MOL Group,
- to request and discuss reports from business divisions and subsidiaries about their SD performance,
- to review sustainability related data and information of external reports.

Audit Committee

Members of the Audit Committee and dates of their appointment (professional CVs of current members are available on the Company’s website):

- Dr. Anett Pandurics, 30 April, 2019, chairperson since 27 June, 2022
- Ivan Mikloš, 1 May, 2016
- Márton István Nagy*, 1 May, 2021
- Norbert Izer, 15 July, 2022
- Péter Bíró, 1 May, 2023

* Márton István Nagy resigned from his position with an effective date of 30 April 2023

In 2006, the general meeting appointed the Audit Committee comprised of independent members of the Supervisory Board. The Audit Committee strengthens the independent control over the financial and accounting policy of the Company.

The independent Audit Committee’s responsibilities include the following activities among others:

- providing assistance to the Supervisory Board in supervising the financial report regime, in selecting an auditor and in working with the auditor, reviewing and monitoring the independence of the statutory auditor, monitoring the effectiveness of the Company's internal audit and risk management systems and make recommendations if necessary;

- carrying out 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, if the relevant laws allow that and the subsidiary in question does not operate a separate audit committee.

3. SPECIFYING THE NUMBER OF MEETINGS WHICH THE BOARD OF DIRECTORS, SUPERVISORY BOARD AND COMMITTEES HELD IN THE GIVEN PERIOD, COMPLETED WITH ATTENDANCE RATES

3.1. Report of the Board of Directors on its 2023 activities

In 2023, the Board of Directors held 6 meetings with an average attendance rate of 98%. Attendance to the Board of Directors meetings during 2023 is set out in the table below:

	Number of Meetings	Attendance Ratio
Total	6	98%
Zsolt Hernádi	6	100%
Dr. Sándor Csányi	6	100%
Zsigmond Járai	6	100%
Dr. János Martonyi	6	100%
József Molnár	6	100%
Dr. László Parragh	6	100%
Dr. Anthony Radev	6	100%
Dr. Martin Roman	6	100%
Talal Al-Awfi	5	83%
JUDr. Oszkár Világi	6	100%
Dr. György Bacsa	6	100%

Alongside regular agenda items, such as reports by the committees' chairmen on the activities pursued since the last Board meeting, the Board of Directors received updates on key strategic issues as well as an overview of capital market developments and individually evaluated the performance of each of the company's business units.

The Board of Directors respectively paid attention to the follow-up of the industry macro trends, the treatment of the challenges driven by the external environment, the financial and operational challenges caused by the pandemic situation and the strategy update process.

Detailed description of the Board's activity related to climate change can be found in Point 12.

3.2. Supervisory Board

In 2023 the Supervisory Board held 5 meetings with an 75% average attendance rate. Attendance to the Supervisory Board meetings during 2023 is set out in the table below:

	Number of Meetings	Attendance Ratio
Total	5	75%
Zoltán Áldott	5	100%
Péter Bíró*	3	100%
Dr. Lajos Dorkota	2	40%
Norbert Izer	4	80%
Péter Kaderják	4	80%
András Lánczi	5	100%
Ivan Mikloš	5	100%
Márton István Nagy**	0	0%
Dr. Anett Pandurics	5	100%
Bálint Péter Kis	3	60%
Dr. Sándor Puskás	6	100%
Kálmán Serfőző	4	80%
Csaba Szabó***	2	100%

András Tóth	4	80%

* Péter Bíró was elected by the 2023 Annual General Meeting as member of the Supervisory Board from 1 May 2023.

** Márton István Nagy resigned from his position with an effective date of 30 April 2023

*** The mandate of Csaba Szabóhas expired on 11 April 2023.

3.3. Other committees

Report of the Audit Committee on its 2023 activities

In 2023, the Audit Committee held 5 meetings with a 80% average attendance rate. Attendance to the Audit Commitee meetings during 2023 is set out in the table below:

	Number of Meetings	Attendance Ratio
Total	5	80%
Péter Bíró*	3	100%
Norbert Izer	5	100%
Ivan Mikloš	5	100%
Dr. Anett Pandurics	5	100%
Márton István Nagy**	0	0%

* Péter Bíró was elected by the 2023 Annual General Meeting as member of the Audit Committee from 1 May 2023

** Márton István Nagy resigned from his position with an effective date of 30 April 2023

In addition to the regular items on the agenda, including the audit of all public financial reports, providing assistance to the auditor's work and the regular monitoring of Internal Audit, the Committee reviewed the major risk factors of the Company, considering the changed international financial situation and the status reports on risk management actions attached to these factors. The Audit Committee continuously monitored the Company's financial position. The Audit Committee reviewed the materials of the Annual General Meeting (i.e. financial reports, statements of the auditor). The Audit Committee participated in the procedure of selecting an auditor and made a recommendation to the Supervisory Board regarding the appointment of the auditor.

Information related to the operation of the committes of the Board of Directors can be found in Point 5.

4. A PRESENTATION OF THE WORK DONE BY THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD AND THE MANAGEMENT AS WELL AS THE CONSIDERATIONS FOR ASSESSING THEIR INDIVIDUAL MEMBERS

The Board of Directors – with the aim of quality improvement - formally evaluates its own and its committees' performance from operation efficiency perspective on a yearly basis, furthermore continuously reviews its own activity. The result of the evaluation is discussed by the Board of Directors.

The Supervisory Board annually evaluates its performance simultaneously with the approval of the work plan for next year.

4.1. Performance evaluation of the Chief Executives' Committee (CEC) and the Management Committee (MC)

The aim of MOL's remuneration system is to provide incentives for the top management to carry out the company's strategy and reward them for the achievement of strategic goals through a combination of short-term and long-term incentives. Remuneration plays an important role in supporting the achievement of the individual, divisional and corporate goals. Through the design of its incentive schemes, MOL aims to ensure that executive remuneration is in compliance with and supports the strategic goals of the company thus ensuring the alignment of the interests of the executives with those of our shareholders.

The remuneration of CEC and MC consists of three key pillars:

- Annual Base Salary (BS): fixed annual amount paid to the individuals
- Short-Term Incentive (STI): annual incentive, based on individual and company performance
- Long-Term Incentive (LTI): an incentive that promotes performance driven culture enhances the focus on strategy which is in compliance with the interests of shareholders

The incentive scheme of the top management comprised the following elements in 2023:

4.1.1 Short Term Incentive system (STI)

Short term Incentive is calculated as % of the annual base salary which is defined in line with the complexity level of the position and it is further depending on Corporate, Divisional (valid for MC members) and Individual performance for the relevant year. Final calculation is the multiplication of all defined factors and the amount of the Short term Incentive is based on the evaluation of both company's performance, as well as the performance of the given manager.

Based on the decision making system of MOL Group the annual performance of CEC is evaluated by the Corporate Governance and Remuneration Committee (CGRC) with the final approval of the members of Board of Directors. The performance of MC is evaluated by the CEC and CGRC.

Performance criteria of the annual short-term incentive

The short-term incentive framework was designed to include key focus areas in a mix of financial and non-financial KPIs in order to achieve the targets of MOL Group and MOL Plc. The choice of the performance measures reflects a desire from the Corporate Governance and Remuneration Committee to assess the participants based on a broad range of corporate and divisional measures that mirrors the corporate strategy and its related KPIs.

Financial KPIs:

Executive employees' focus is to deliver the MOL Group level EBITDA (which is also the MOL Group corporate target) and other relevant financial indicators defined annually by Group Financial Planning & Reporting. Other relevant financial targets may contain efficiency, investment and cost-related indicators. In 2023, the key focus of the Chief Executives' Committee members was to deliver the EBITDA and free cash-flow targets to achieve the 2030+ strategic targets of MOL Group.

Non-financial KPIs:

Safety is a number one Group priority, which is why the Corporate Governance and Remuneration Committee consistently defines divisional SD&HSE (Sustainable Development and Health, Safety and Environment) related performance indicators. Hence in 2023, MOL Group set the fulfillment of Total Recordable Injury Rate (TRIR) as this shows the commitment for conducting safe, sustainable and compliant operations at all times.

For CEC members, the following individual targets were set:

- Further implement the MOL Group 2030+ Strategy and form strategic vision for 2050 with special focus on the climate change effects and execution of Group strategy for certain operating areas,
- Drive further enhancement of the operational model in 2023 reflecting changed market conditions triggered by post-Covid19 and Russian-Ukranian war effects,
- Efficient execution of supervisory activities by encouraging constant revision and simplification of governance structure and processes,
- Focus on and support increasing employee engagement based on the action plans built on the 2021 employee survey, to ensure making MOL Group the best choice of employees along with collaborative culture and employee experience, diversity and inclusion and driving talent management throughout the organisation,
- Promote life-saving rules across MOL Group,
- Further enhance sustainability aspects of MOL Group operations, efficiency development of the Exploration and Production area in Central European region, transformation of fuels in Downstream and creation of the Circular Economy area in IBS division.

For MC members the individual targets set were aligned with the 2023 business plan and priorities for the given Divison / organizational area with high focus on the following topics:

- Delivery of set business plans and planned projects,
- Transformation of operating models (where applicable) and increase of the operating efficiency with focus on implementation of the cost optimizing projects, to realize respective division's business strategy (e.g.: strategic portfolio management, decarbonization projects, digitalization projects, etc.),
- People and leadership targets (e.g. developing leadership culture, increase of employee engagement in respective domains, efficient performance and talent management, etc.).

The applied performance indicators reflect the intention of the Corporate Governance and Remuneration Committee to assess the participants based on a broad range of corporate and divisional measures.

Measurement & validation of the performance metrics

Chief Executive Committee members' annual performance is evaluated by the Board of Directors with the prior approval of the Corporate Governance and Remuneration Committee. The performance of MC members is evaluated by Chief Executive Committee with the prior approval of the Corporate Governance and Remuneration Committee. Target achievement of financial KPI's is based on the evaluation proposal of the Financial Planning & Reporting organization and is also approved by the relevant Governance bodies.

Executive employees have no deferral period or any clawback provision regarding their short-term incentive.

4.1.2 Short-term Share Ownership Program

CEC, MC members and top management can choose a share ownership scheme instead of their short-term incentive in each year, which is operated via a legal entity independent from MOL Plc., called MOL Plc. Employee Share Ownership Program Organization in compliance with the provisions of the so-called Employee Share Ownership Program (Munkavállalói Résztulajdonosi Program, 'MRP') legislation.

The primary aim of this voluntary short-term share ownership program is to incentivize the top management to achieve the strategic targets of MOL Group in line with the shareholders' interests.

Program characteristics:

- Joining the program is voluntary
- The basis of the entitlement is a certain number of shares equal to the short-term incentive entitlement converted to shares with the December average MOL Plc. share price before the target year
- Final payout is based on the overall performance evaluation, consisting of the Corporate, Divisional and Individual payout rates
- Condition for the payment in shares from MRP Organization is that the MOL Plc. share price shall be higher at the end of the performance period than it was at the beginning of the performance period
- The payment is due in MOL Plc. shares from MRP Organization if share price condition is met. If the share price condition is not met and the average share price at the end of the performance period is lower than share price at its beginning, the payout of the incentive is due in cash with normal taxation rules and in the currency defined in the agreement with the Executive Employee employed by MOL Plc.

4.1.3 Long-term Incentive

The purpose of the long-term incentive system is to enhance individual performance to enable future growth of MOL Plc. and MOL Group financial performance and improvement of efficiency by taking into account shareholder interests.

The long-term incentive framework was reviewed in the last quarter of 2020. Starting from 1 January 2021, Restricted Share Plan is applied instead of the previously applicable Long term Incentive schemes which remained valid only from the aspect of payout of the gained entitlements for period until end of 2020.

The new long-term incentive was introduced to create even stronger link to the the strategic targets of MOL Group, shareholders' interests and long-term incentivization and retention of top management. The long-term incentives are managed and paid out in accordance with personal scope and other conditions either through MRP program or in line with the provisions set in internal policies.

4.1.3.1 Restricted Share Plan

The program is a 3-year share-based incentive based on MOL corporate and individual performance with the following characteristics:

- New cycle starts in each year on a rolling scheme with a 3-year performance period and payments due in 4th year
- Corporate performance (MOL Group EBITDA) and individual performance are evaluated during the performance period and taken into consideration when defining final Long term Incentive entitlement
- Final payout is also corrected with dividend equivalent after year1 and year2 to represent a real shareholder position
- Condition for the payment in shares from MRP Organization is that the MOL Plc. share price is higher at the end of the performance period than it was at the beginning

- The payment is due in MOL Plc. shares from MRP Organization if share price condition is met. If the share price condition is not met and the average share price at the end of the performance period is lower than share price at its beginning, the payout of the incentive is due in cash with normal taxation rules and in the currency defined in the agreement with the Executive Employee employed by MOL Plc.

4.1.3.2 Absolute Share Value Based Remuneration (expiring)

The basis of the remuneration is initial share option entitlement defined as per managerial levels. The incentive pays at a selected date within the redemption period and the payout is calculated as a difference between a past strike price and a selected spot price, defined in a number of shares. The remuneration is paid either in MOL shares from MRP Organization or in cash.

Overview:

Absolute Share Value Based Remuneration	Strike Price	Redemption Period
2020	2 918 HUF	1 Jan 2021-31 Dec 2023

4.1.3.3 Relative Market Index Based Remuneration (exipiring)

The program is a 3-year share-based incentive using the MOL Plc. comparative share price methodology with the following characteristics:

- The target is the development of MOL's share price compared to relevant and acknowledged CEE regional and industry specific indices
- The expected payout amount is additionally linked to individual short-term performance, as the potential payout is adjusted by the individual payout ratio resulting from the annual performance evalutations for each participant . This ensures that constant individual over-performance on a long-term basis is rewarded and the consequences of long-term underperformance are managed
- The basis of the remuneration is an initial share entitlement defined as per managerial levels. The remuneration is paid either in MOL shares from MRP Organization or in cash

The following chart provides an overview about the Performance Share Plan resultsfor the 3-year programs of 2020:

Program period	**Company performance – comparative share price index**			**Final payout ratio**
	Year 1	***Year 2***	***Year 3***	
2020-2022	0%	0%	298.74%	99.58%

Performance measures of the long-term incentive plans

Long-term incentive plan is linked to share price and dividend payment reflecting the Board's strategic priority on reaching continuous and sustainable value creation. Through its long-term incentives schemes, MOL prioritizes providing its shareholders with a return on their investment through both the appreciation of the share price as well as through the payment of dividends.

As MOL competes on a regional basis as well as with the global emerging market Oil & Gas sector companies, so the relative share based remuneration measured MOL performance to a relevant regional, and an industry specific benchmark index that incoporate share prices of such companies. As such, MOL's incentive system provides competitive remuneration to executives and future investors on regional and global markets taken in broader meaning as well.

5. A REPORT ON THE OPERATION OF EACH COMMITTEE

5.1 Report of the Corporate Governance and Remuneration Committee on its 2023 activities

In 2023 the Corporate Governance and Remuneration Committee held 6 meetings with a 100% average attendance rate. Attendance to the committee meetings in 2023 is set out in the table below:

	Number of Meetings	Attendance Ratio
Total	6	100%

Dr. Sándor Csányi	6	100%
Zsolt Hernádi	6	100%
Dr. Martin Roman	6	100%
Dr. Anthony Radev	6	100%
Dr. János Martonyi	6	100%

In addition to the issues of corporate governance, remuneration and the composition of the management, the Committee discussed a number of key strategic and results-related topics prior to their presentation to the Board of Directors for discussion.

5.2 Report of the Finance and Risk Management Committee on its 2023 activities

In 2023, the Finance and Risk Management Committee held 5 meetings with an 88% average attendance rate. Attendance to the committee meetings in 2023 is set out in the table below:

	Number of Meetings	Attendance Ratio
Total	5	88%
Zsigmond Járai	5	100%
Dr. László Parragh	4	80%
Dr. Anthony Radev	5	100%
Talal Al-Awfi	3	60%
József Molnár*	5	100%

In addition to the regular items on the agenda, including the audit of all public financial reports, providing assistance to the auditor's work and the regular monitoring of the internal audit, the committee reviewed the major risk factors of the Company, considering the international financial situation and the status reports on risk management actions attached to these factors.

5.3 Report of the Sustainable Development Committee on its 2023 activities

In 2023, the Sustainable Development Committee held 4 meetings with a 100% attendance rate. Attendance to the committee meetings in 2023 is set out in the table below:

	Number of Meetings	Attendance Ratio
Total	4	100%
Dr. László Parragh	4	100%
Dr. János Martonyi	4	100%
Dr. György Bacsa	4	100%

The Committee evaluated the accomplishment of the sustainability related actions taken in 2023 furthermore formed opinion on the annual Sustainable Development Report and on thematic reports submitted by selected business units. External evaluations made about MOL Group's sustainability performance were also reviewed with highlighted attention on the company's performance in CDP, MSCI, EcoVadis and Sustainalytics ESG ratings.

6. A DESCRIPTION OF THE SYSTEM OF INTERNAL CONTROLS, AN EVALUATION OF THE ACTIVITIES PERFORMED IN THE GIVEN PERIOD

6.1. Internal control

Compliance & Ethics

MOL Group is committed to pursue ethical, fair and compliant conduct in all activities. In order to achieve the above aims MOL Group operates its Ethics Program and Compliance Plan within Group Strategic Operations and Corporate Development organization. Furthermore, in order to enforce the Code of Ethics and Business Conduct, the independent and objective operation on daily basis belongs to the competence of the Ethics Council, to ensure independence when investigating ethics related complaints.

Ethics activities include the operation of the whistleblowing system (’SpeakUp!’), conducting internal inspections/investigations, preparation of risk analysis, reports.

While taking the specific nature of business into consideration, compliance function reviews the operation and activity of business and functional units and ensures awareness raising in main risk areas. Following the evaluation of the relevant risk factors the organization provides recommendations to enhance compliance and provides assistance for their execution.

Trainings provided on ethical and compliance rules, principles and values aim to raise awareness of employees, they fulfil a preventive function as well.

Compliance and ethics functions carry out all tasks and responsibilities in accordance with the laws of each country, taking EU and international expectations as minimum standards. The organization’s competence covers the whole Group through group and local compliance experts (flagships) and ethics officers.

The organization reports compliance activities annually to the Supervisory Board, whilst ethics activities are annually reported to the Supervisory Board, the Board of Directors and simultaneously to the Sustainable Development Committee.

In 2023, 24 investigations were conducted in main risk areas (Competition law, GDPR, Sanctions, AML and Consumer protection). Awareness raising was provided especially in key areas of focus (Sanctions, Competition and GDPR). Group Compliance also maintained its support tasks in priority risk areas (international sanctions law, data protection, competition law)

In 2023, there were 109 ethics reports. The 2020 decrease was most likely a result of the coronavirus, 2021 data showed similar statistics to what we have seen before the pandemic, in 2022 there was no significant change compared to the previous year, and the same trend continued in 2023.

Internal Audit

Internal Audit provides an independent and objective evaluation of financial, operational and control activities, business and functional processes executed within the whole MOL Group and reports on the adequacy of internal controls, the level of compliance with internal and external regulations directly to the Finance and Risk Management Committee, Audit Committee and Supervisory Board following the acknowledgement of the audit reports by the MC and the CEC.

There are no restrictions placed upon the focus and scope of internal audit’s work, the scope of the Internal Audit function within MOL Group covers all operations including any activities and subsidiaries controlled by MOL Group. The Director of the Group Internal Audit and OD&CG unit is responsible for determining the scope of internal audit reports.

The main focus of Internal Audit is to review business and functional processes executed within the whole MOL Group, and to identify, understand, test and evaluate associated controls to ensure that identified risks are mitigated in the most favorable cost-benefit ratio from a business perspective.

Internal Audit applies standard risk assessment principles when evaluating the inherent risk of processes and residual risk derived from control weaknesses. The applied MOL Group internal audit risk assessment principles were approved by the Finance and Risk Management Committee and the Audit Committee.

Internal Audit operates under an audit plan approved by the Supervisory Board and pre-agreed with the Finance and Risk Management Committee and Audit Committee at the end of the year for the next one. If there is a request to modify the approved annual audit plan during the year or to conduct an extra audit not listed in the audit plan, the C-CEO has the authority to approve any mid-year modifications to the annual audit plan.

To provide the independence of the Internal Audit and Compliance function the Director of Group Internal Audit and OD&CG is accountable to the Finance and Risk Management Committee, Audit Committee and the Supervisory Board and has direct access to their chairmen (for daily operational matters the Director reports directly to the Group Strategic Operations and Corporate Development Executive Vice President of MOL Group). The Supervisory Board shall form opinion on the appointment and recall of the Director of Group Internal Audit and OD&CG.

MOL Group Internal Audit unit shall be organized and operated according to the professional auditing and internal audit ethical standards of the Institute of Internal Auditors (IIA), the authoritative body for internationally recognized internal audit standards.

6.2. Integrated corporate risk management function

As operators in a high-risk industry MOL Group is committed to manage and maintain its risks within acceptable limits.

The aim of MOL Group Risk Management is to keep the risks of the business within acceptable levels and safeguard the resilience of its operations as well as the sustainable management of the company. For this purpose, as an integral part of our corporate governance structure, MOL Group has developed a comprehensive Enterprise Risk Management (ERM) system which focuses on the organisation's value creation process, meaning factors critical to the success and threats related to the achievement of objectives but also occurrence of risk events causing potential impact to people, assets, environment or reputation. Within the ERM framework all significant risks throughout the whole Group are identified, assessed, evaluated, treated and monitored, covering all business and functional units, geographies as well as projects, taking into consideration multiple time horizons.

Regular risk reporting to top management bodies, including the Board of Directors with its committees provides oversight on overall the risk profile and the largest risks as well as assurance that updated responses, controls, and appropriate mitigation actions are set and followed.

The Group faces financial, operational and strategic risks, including but not limited to the below.

Risks/processes	Risk description	Risk mitigation methods
Market and financial risks		
Commodity price risk	The Group is exposed to commodity price risk on both the purchasing side and the sales side. The main commodity risks stem from its long positions in crude oil, refinery margin and petrochemical margin.	• Integrated business model • Continuous monitoring • When necessary, commodity hedging instruments to mitigate other than 'business as usual' risks or general market price volatility
Foreign exchange (FX) risk	The Group has FX exposure due to mismatch of currency composition of cash inflows and outflows, investments, debts.	• Monitoring FX risk and balancing the FX exposures of the operating & investment cash flow with the financing cash flow exposures when necessary and optimal
Interest rate (IR) risk	MOL Group has a mixture of floating and fixed interest rate debts. Floating rate debt are subject to interest rate changes.	• Continuous monitoring • Adequate mix of funding portfolio • When necessary, interest rate swap hedging instruments to mitigate risks
Credit risk	MOL Group provides products and services with deferred payment terms to eligible customers which exposes it to credit risk.	• Diversified customer portfolio • Customer evaluation model, continuous monitoring • Group-wide credit insurance program
Financing/Refinancing risk	MOL Group has significant debt outstanding. Inability to refinance those or inability to draw down funds could cause liquidity problems.	• Diversified funding sources/instruments • Diversified, balanced, and decently long maturity profile • Investment grade rating (BBB-) supports smooth capital markets access
Operational Risks		
Physical asset and process safety and equipment breakdown risk	Process Safety Event (Major Industrial accident) due to loss of mechanical integrity, technical, technological or operational issues, process maintenance difficulties, lack of competent human resources.	• Comprehensive HSE activities, a group-wide Process Safety Management system including asset related operational risk management process • Preventive & Predictive maintenance (Uptime program) with thorough equipment criticality assessment behind • Group-wide insurance management program
Crude oil and gas supply risk	Crude supply disruption (insufficient quantity or quality) can disrupt refineries and petchem sites continuous operation.	• Crude oil-supply diversification strategy implemented; • Emergency reserves available

Critical material, equipment or service supply risk	Disruption in critical (raw) materials and/or equipment and/or services may cause delays in operation and/or increase costs	• Stock management • Supplier management • Sourcing and supply chain diversification
Exploration & Production reserve replacement	Higher than expected decline and failure to replace reserves.	• Production optimization programs and organic reserve replacement activities are both focus areas of Exploration & Production operations
Cyber risk	Global trends showing steadily growing frequency and intensity of Cyber-attacks / incidents. AI is a new global threat which is widely used by attackers as well as more specified Cyber Crime Groups targeting Industrial Control System's weaknesses, which may have increasing economic impact and relevance on MOL Group. Ukraine War significantly reduce Russian and Ukraine hacker group activities as they focus on war, significant investment on attacking methods by all stakeholders, furthermore these grown capabilities could lead to huge impact on the future.	• Continuous improvement of cyber security capabilities • Continuous supervision of cyber security risks (Group and opco level) ensuring the protection of the confidentiality, integrity and availability of data • Cyber security is built into all the MOL Group products and services • Continuous education of employees and partners.
Fraud Risk	Fraudulent activities (external & internal fraud) may cause significant financial and reputational losses	• Control functions on local and group level • Anti-Fraud Awareness (Newsletter, Mandatory trainings) • Anti-Fraud & Investigation procedures, dedicated Team
Pandemic Risk	Pandemics may significantly adversely affect the Group's business environment, including price and demand on the Group's products and services, availability of contractors, subcontractors as well as raw materials, creditworthiness of credit customers, availability of the Group's key personnel.	• Crisis Management plans in place • Our Group Pandemic Preparedness Framework methodology instruction was issued in January 2023, summarizing not only the WHO general approach but entire MOL Group internal experiences of last 2-3 years, ensuring a life-proof and working framework to manage any possible further endemic/ pandemic situations. • Continued and sustainable practices defined, adjusted to country local measures and company internal circumstances
Strategic risks		
Regulatory and sanctions risk	MOL has significant exposure to a wide range of laws, regulations and policies on the global, the European and the individual country level, that may change significantly over time and may even require the Group to adjust its core business operation.	• Continuous monitoring of new regulations and sanctions • Strengthened compliance process • Participation in legislative processes, consultations • Adopting MOL strategy in response to changes
Country risk	The international presence of MOL Group contributes to diversification but also exposure to country specific risk at the same time. Government actions may be affected by the elevated risk of economic and, in some regions, (geo)political crisis, increasing their impact on MOL's operations.	• Continuous monitoring of the (geo)political risk, compliance with local regulations and international sanctions. • Investment opportunities are valuated with quantifying of country risk in discount rate

Reputation risk	MOL, as a major market player and employer in the region with a sizeable operational footprint, operates under special attention from a considerable number of external stakeholders.	• Stakeholder governance processes introduced to monitor and adjust to any reputational risks
Climate change risk	Transition and physical risks associated with climate change have the potential to negatively impact MOL's current and future revenue streams, expenditures, assets and financing.	• MOL Group's transformational strategy • Several operational steps taken to mitigate physical risks emanating from climate change (see TCFD disclosure)
Capex Project Execution Risk	Projects are delayed or less profitable than expected or unsuccessful for numerous reasons, including cost overruns, higher raw material or energy prices, longer lead time in equipment deliveries, limited availability of contractors and execution difficulties.	• Disciplined stage gate process across Capex project pipeline • Dedicated team to identify risks at earlier stages, plan for mitigation or avoidance by linking potential risks with schedule and budget to build realistic estimates and following it up through the project lifecycle • Supplier selection criteria, audits
Human Capital Risk	The Group's ability to implement its 2030+ Strategy is dependent on the capabilities and performance of its people, management, experts and technical personnel. Unavailability of skilled workforce may lead to disruptions in the operation.	• HR framework to attract, develop, reward and retain employees • Capability development for all employee levels to ensure future-proof skillset • Intergenerational collaboration to enhance internal knowledge transfer • Focus on digital transformation, and employee experience • Developing innovative and collaborative culture • Working environment and conditions framework in order to attract and retain diverse talents

ESG risks are covered and considered as part of the following topics (including but not limited to): Climate Change, Human Capital, Physical asset and process safety and equipment breakdown risk, Cyber Risk, Fraud Risk, Pandemic Risk, Regulatory and sanctions risk.

Risk Review Process in 2023

Risk owners in the Group identified, analysed and evaluated their major risks during 2023 – both on medium-term and long-term time horizon - and defined and/or updated the relevant mitigation plans where it has been necessary. Risk reports have been discussed by the Finance and Risk Management Committee of the Board of Directors and the Audit Committee.

Due to continued geopolitical tension in 2023, the Group still considers related risks, such as sanctions, regulatory as well as supply-related risks, elevated and implements mitigation measures.

Supply-related risks: The Group has elaborated the crude diversification strategy; alternative crude slate was defined, relevant capex projects defined and started. Supply chain difficulties have been addressed, mitigated by stock, supply chain and supplier management actions.

Regulatory and sanctions risks: MOL Group has been continuously and closely monitoring the sanctions, countersanctions and strengthened the compliance processes. In several countries where the Group operates, various forms of government interventions in energy markets took place (margin caps, new taxes, government takes), which had material financial impact on the Group.

Main risk management tools

As described above, as a general risk management framework, we operate an Enterprise Risk Management system.

Hedging Policy: to ensure the profitability and the financial stability of the Group, financial risk management is in place to handle short-term, market related risks. Commodity price risks are measured regularly by using a complex model based on advanced statistical methods and are managed – if and when necessary - with hedging measures.

Insurance Policy: transferring the financial consequences of our operational risks is done by insurance management, which represents an important risk mitigation tool to cover the most relevant exposures and liabilities arising out of our operations. Insurance is managed through a joint program for the whole Group to exploit considerable synergy effects.

Crisis and Business Continuity Management: following best industry practice and focusing on low probability high potential risks that could disrupt our operations, value chain and cash generation, MOL Group has implemented and is currently working to integrate a crisis management and business continuity program in order to reduce recovery times within tolerable limits for processes critical to our business.

TCFD disclosure on Risk Management

Climate change related risks are covered within the ERM framework, both in the long-term and mid-term risk review process.

Top-down approach is taken to identify and assess risks affecting the long-term strategy of the Group. Climate change risk, including transition and physical risks are assessed, together with mitigation plans within the strategic risk review process. Oversight of management of such risks sits with executive leadership, while operative leaders directly reporting to executive leadership are nominated as risk owners, who are responsible for assessment, mitigation of these risks. Strategic risk reports are discussed by the Finance and Risk Management Committee of the Board of Directors.

Within the bottom-up mid-term risk process several climate change related individual risks (regulatory changes, demand for fossil fuels, legal risks, risks on physical assets) are and may be identified and reviewed regularly. Various organizational levels and geographies are involved in the process, with the aim of covering all material risks, including climate related ones. Operative managers are nominated as risk owners, being responsible for assessing and mitigating the relevant risks. Aggregated, consolidated risk report is discussed by the Finance and Risk Management Committee of the Board of Directors.

Risk owners, with the involvement of subject matter experts, assess risks taking into consideration the probability of occurrence and the potential impact on the Group's objectives. Depending on the level of risk acceptable for the Group, risk owners define appropriate mitigation plans.

MOL Group's ESG risk management activity is evaluated by several ESG ratings (including MSCI, CDP, Sustainalytics, Ecovadis) which proves the high performance based on industry benchmarks.

Climate-related aspects are part of corporate processes: MOL Group measures the carbon footprint of its products, as well as ESG indicators are part of the management remuneration scheme (e.g. TRIR, Sustainable GHG emission reduction, and other relevant strategic objectives). The GHG emission estimates are essential part of project planning and approval documents. In parallel, a monitoring system has been operated to register and forecast project-related GHG emissions. For more on our governance around climate see Chapter 12.

Identified climate change related risks

- Identified **transition risks** include a) **policy and legal risks** (actions that attempt to constrain activities that contribute to climate change and/or actions that encourage adaption/limitation of climate change, including stricter emission rules and carbon pricing), b) **technological risks** (innovation that supports transition to a low carbon world, including increasingly efficient and lower consumption in transportation), c) **market risks** (shift in supply/demand for certain products and services due to changes in customer preferences: decline in demand for the fossil fuel, and technology), and d) **reputational risks** (stakeholder pressure). MOL Group's long-term strategy seeks not only to **mitigate risks** associated with the transition to a low carbon economy, but to capitalize on opportunities created by it.
- Identified **physical risks** include a combination of both **acute risks** (extreme rainfall and flooding), as well as **chronic risks** (extreme heat, fluctuating water levels and drought). If any of these events were to occur, they could have an adverse effect on the Group's assets, operations and staff. MOL Group has incurred and is likely to continue incurring additional costs to protect its assets, operations and staff from physical risks. To the extent such severe weather events or other climate conditions increase in either frequency, severity or both, MOL Group may be required to adjust its operations and incur costs that could adversely affect its financial position.

MOL Group operates Risk Engineering program, where the potential impacts of water related events analysed in main Downstream sites. Below is presented a high level overview of water related risks.

<table>
<tr><th>Physical risk</th><th colspan="2">Risk description</th><th>Risk mitigation</th></tr>
<tr><td rowspan="5">Flood Risk & Sea Level Rise</td><td colspan="3">Major Downstream sites are located near to rivers, sea. Flood risk level is considered as low, as the sites' parameters/design provides enough mitigation capacities (which is supported by risk engineering reports): insurance cover is in place.</td></tr>
<tr><td>Danube Refinery</td><td>The refinery site borders the River Danube, and the site is far above the sea level.</td><td>The site process is far above the river level, and the site is located outside of a river flood hazard area.</td></tr>
<tr><td>MOL Petrochemicals Tiszaújváros</td><td>The site is located about 1 km west of the Tisza River, and the site is far above sea level.</td><td>Control measures in place that would allow for the sacrificial flooding of nearby agricultural land to manage this risk.</td></tr>
<tr><td>Bratislava Refinery</td><td>The site's western perimeter is approximately 0.8 km from the River Danube, and the site is far above the sea level.</td><td>No event so far (in 2022 flood, site was 1 m above highest water level). Gates in industrial water inflow/outflow canal, emergency & Crisis management plans, possibility of employing mobile flood defences.</td></tr>
<tr><td>Rijeka Refinery</td><td>The site is located on the Adriatic Sea, with the minimum elevation being 4 m above mean sea level.</td><td>There are no rivers or creeks in the area.</td></tr>
<tr><td>Fluctuating water level, drought risk</td><td colspan="2">In case of drought event low level of Duna/Tisza rivers may hinder barge transport.
Very low level of Danube/Tisza may lead to lack of industrial water supply from the river.</td><td>Railroad transportation can be applied as an alternative transport.
Monitoring, review of the system's capability, investment plan to recycle the waste water</td></tr>
<tr><td>Extreme rainfall</td><td colspan="2">Water collecting pits may overflow in extreme rainfalls which may lead to contamination of receiving water body.</td><td>Site reviews and mitigation actions (e.g. channel connection supervision, regular cleaning of collecting chambers) are in progress.</td></tr>
<tr><td>Earthquake</td><td colspan="2">Certain assets of the Group are located on earthquake area.</td><td>Crisis plans and insurance cover are in place.</td></tr>
<tr><td>Extreme windstorm</td><td colspan="2">Heavy windstorm can lead to property damage, electricity supply disruption.</td><td>Crisis plan in place, island-mode power supply to be implemented</td></tr>
<tr><td>Forest fire</td><td colspan="2">Forest fires close to service stations may lead to property damage, injury</td><td>Regular mandatory drills, availability of local or own firefighting brigade</td></tr>
<tr><td>Extreme drought</td><td colspan="2">Extreme drought may result in vegetation fire near to flares</td><td>Mandatory fire safety training, extinguishing drills, fire simulation drills</td></tr>
</table>

7. INFORMATION ON WHETHER THE AUDITOR PERFORMED ANY ACTIVITIES NOT RELATED TO AUDITING.

MOL Group was audited by Deloitte in 2023 and by PwC in 2022, excluding FGSZ Zrt. and some other non-significant subsidiaries.

Within the framework of the audit contract, the auditor performs an audit of consolidated and statutory financial statements, and interim financial statements of MOL Plc. The auditors ensure the continuity of the audit by scheduling regular fieldworks during the year, participating in the meetings of MOL's governing bodies and through other forms of consultation.

Deloitte network provided non-audit services for MOL Group in the amount of HUF 190.2 mn in 2023. The non-audit services provided by the auditor complied with the Policy for Services Provided by the External Auditor (FPR1.2_MI1_v1_ENG).

8. AN OVERVIEW OF THE COMPANY'S PUBLICATION POLICY AND ITS INSIDER TRADING POLICY.

8.1. An overview of the Company's publication policy

In its publication policy, MOL Plc. applies the disclosure rules prescribed by law, the Corporate Governance Recommendations of the Budapest Stock Exchange and the Company's Articles of Association.

The company places great emphasis on presenting its short- and long-term goals on a regular basis, periodically publishes presentations on its long-term strategy and explains its short-term objectives in detail in its annual and halfyear reports. In addition to the halfyear and annual report required by law, it publishes quarterly reports on its operational and financial results four times a year.

The guidelines for the nomination of members of the Board of Directors and the Supervisory Board available on its website.

Risk factors affecting the company's operation and management, as well as the company's risk management principles are constantly updated in its annual and semi-annual reports

It makes relevant information on employees and other stakeholders, corporate governance practices, the structure of the corporate governance system and the ownership structure available on its website.

Formal channels of communication with shareholders include regular announcements, the annual report, the half-year report and quarterly earnings reports, furthermore extraordinary announcements. Regular and extraordinary announcements are published on MOL's website (https://molgroup.info/en/investor-relations/investor-news), on the Budapest Stock Exchange (primary exchange), on the Warsaw Stock Exchange and on the Capital Market Information Disclosure System operated by the National Bank of Hungary (Magyar Nemzeti Bank). Moreover we send e-mail announcements to those who subscribed to the distribution list of e-mail announcements of Investor Relations and to the international and domestic media. In addition, presentations on the business, its performance and strategy are given to shareholders at the Annual General Meeting. Regular There is continuous communication with the company's investors and analysts, currently mainly through online channels. Furthermore, investors are able to raise questions or make proposals at any time during the year, including the Company's general meeting. Investor feedbacks are regularly reported to the Board of Directors.

8.2. Principles of insider trading policy

MOL Group is committed to the fair trade of financial instruments admitted to public trading.

MOL Group employees are expected:

- not to acquire or dispose of MOL or other company's shares or other financial instruments for their own account or for the account of a third party, directly or indirectly, do not withdraw or modify orders related to the above financial instruments, do not give order or instruction for this, do not induce another person to do so and do not suggest or accept decisions connected to the above financial instruments, if they are in possession of insider information,
- not to disclose insider information to persons not belonging to MOL Group except they are empowered in writing to do is,
- to be careful when disclosing insider information even within the employees of MOL Group, to hand over information only in the possession of a permission and to the extent necessary to carry out work,
- to protect insider information from accidental disclosures to the public.

All employees of MOL participates in regular, annual recurring training on the rules related to the prohibition of insider trading and the handling of insider information. Employees regularly take exams on the knowledge they have acquired in education.

The Insider Committee of MOL decides on matters related to the registration, delay, publication of insider information and other insider related questions.

9. AN OVERVIEW OF THE METHOD OF EXERCISING SHAREHOLDER RIGHTS.

9.1 Shareholder’s rights regarding participation in the General Meeting and voting rights

In accordance with Act V of 2013 on the Civil Code (hereinafter: “Civil Code”) the shareholders have the right to participate, to request information and to make remarks and proposals at the General Meeting. Shareholders are entitled to vote, if they hold shares with voting rights. Shareholders having at least one per cent of the voting rights may request the Board of Directors to put an item to the agenda of the General Meeting. Where a group of shareholders together controlling at least one per cent of the votes in the Company propose certain additions to the agenda in accordance with the provisions on setting the items of the agenda, or table draft resolutions for items included or to be included on the agenda, the matter proposed shall be construed to have been placed on the agenda if such proposal is delivered to the Board of Directors within eight days following the time of publication of notice for the convocation of the General Meeting, and the Board of Directors publishes a notice on the amended agenda, and on the draft resolutions tabled by shareholders upon receipt of the proposal. The conditions to participate in the general meeting are published in the invitation to the general meeting. Invitations to the general meeting are published on the Company’s website according to the Articles of Association.

Voting rights on the General Meeting can be exercised based on the voting rights attached to shares held by the shareholders. Each “A” Series share entitles its holder to one vote. The actual voting power depends on how many shares are registered by the shareholders participating in the General Meeting.

Shareholders can excercise their right at MOL General Meetings either in person or by nominee. In addition, our company gives the opportunity to represent themselves through a Proxy card in accordance with the Articles of Association. An internet subsite containing materials for the general meeting serves to facilitate participation (https://molgroup.info/en/investor-relations/annual-general-meeting) which contains several information, including a location map, the conditions for participation, the general meeting documents, and the power of attorney templates.

Condition of participation and voting at the General Meeting for shareholders is that the holder of the share(s) shall be registered in the Share Register. The depositary shall be responsible for registering the shareholders in the Share Register pursuant to the instructions of such shareholders in line with the conditions set by the general meeting invitation. According to Article 8.6 of the Articles of Association: „Each shareholder – at the shareholder’s identification related to the closing of the share registry prior to the next general meeting –, shall declare whether he, or he and any other shareholder belonging to the same shareholder group as specified in Articles 10.1.1 and 10.1.2 holds at least 2% of the Company’s shares, together with the shares regarding which he asks for registration.” If the conditions described in the previous sentence are met, the shareholder requesting registration is obliged to declare the composition of the shareholder group taking into account the provisions of Articles 10.1.1 and 10.1.2

Furthermore, the shareholder shall, on the request of the Board of Directors, immediately identify the ultimate beneficial owner with respect to the shares owned by such shareholder. In case the shareholder fails to comply with the above request or in case there is reasonable ground to assume that a shareholder made false representation to the Board of Directors, the shareholder’s voting right shall be suspended and shall be prevented from exercising it until full compliance with the above said requirements.

According to Article 10.1.1 of the Articles of Association: „No shareholder or shareholder group (shareholder group defined in Article 10.1.2 of Articles of Association) may exercise more than 10% of the voting rights with the exception of the organization(s) acting at the Company’s request as depository or custodian for the Company’s shares or securities representing the Company’s shares.

9.2 Relationship with the shareholders

The Board is aware of its commitment to represent and promote shareholders’ interests, and recognises that it is fully accountable for the performance and activities of the MOL Group. To help ensure that the Company can meet shareholders’ expectations in all areas, the Board continually analyses and evaluates developments, both in the broader external environment as well as at an operational level.

MOL has an Investor Relations department which is responsible for the organisation of the above activities as well as for the day-to-day management of MOL’s relationship with its shareholders (contact details are provided in the “Shareholder Information” section at the end of the annual report). Extensive information is also made available on MOL’s website (https://molgroup.info/en), which has a dedicated section for shareholders and the financial community. MOL has always paid special attention to provide a considerably wide range of information to the capital markets, in line with international best practice. Therefore Investor Relations Department of MOL is continuously renewing its website (direct link at: https://molgroup.info/en/investor-relations). The aim of the development is to make the website even more user-friendly, in line with the intention to continuously improve our services. These enable us to meet the expectations of our shareholders, analysts and other capital market participants more effectively.

10. A BRIEF PRESENTATION OF THE RULES FOR THE CONDUCT OF THE GENERAL MEETING

Voting rights on the general meeting can be exercised based on the voting rights attached to shares held by the shareholders. Each "A" Series share entitles its holder to one vote. The actual voting power depends on how many shares are registered by the shareholders participating in the general meeting.

Shareholders can excercise their right at MOL General Meetings either in person or by nominee. In addition, our company gives the opportunity to represent themselves through a Proxy card in accordance with the Articles of Association. An internet subsite containing materials for the general meeting serves to facilitate participation (https://molgroup.info/en/investor-relations/annual-general-meeting) which contains several information, including a location map, the conditions for participation, the general meeting documents, and the power of attorney templates.

Condition of participation and voting at the general meeting for shareholders is that the holder of the share(s) shall be registered in the Share Register. The depositary shall be responsible for registering the shareholders in the Share Register pursuant to the instructions of such shareholders in line with the conditions set by the general meeting invitation. According to Article 8.6 of the Articles of Association: „Each shareholder – at the shareholder's identification related to the closing of the share registry prior to the next general meeting –, shall declare whether he, or he and any other shareholder belonging to the same shareholder group as specified in Articles 10.1.1 and 10.1.2 holds at least 2% of the Company's shares, together with the shares regarding which he asks for registration." If the conditions described in the previous sentence are met, the shareholder requesting registration is obliged to declare the composition of the shareholder group taking into account the provisions of Articles 10.1.1 and 10.1.2.

Furthermore, the shareholder shall, on the request of the Board of Directors, immediately identify the ultimate beneficial owner with respect to the shares owned by such shareholder. In case the shareholder fails to comply with the above request or in case there is reasonable ground to assume that a shareholder made false representation to the Board of Directors, the shareholder's voting right shall be suspended and shall be prevented from exercising it until full compliance with the said requirements.

According to Article 10.1.1 of the Articles of Association: „No shareholder or shareholder group (as defined in Article 10.1.2 of Articles of Association) may exercise more than 10% of the voting rights with the exception of the organization(s) acting at the Company's request as depository or custodian for the Company's shares or securities representing the Company's shares (the latter shall be exempted only insofar as the ultimate person or persons exercising the shareholder's rights represented by the shares and securities deposited with them do not fall within the limitations specified here below)."

In accordance with Act V of 2013 on the Civil Code (hereinafter: "Civil Code") the shareholders have the right to participate, to request information and to make remarks and proposals at the general meeting. Shareholders are entitled to vote, if they hold shares with voting rights. The shareholders having at least one per cent of the voting rights may request the Board of Directors to add an item to the agenda of the general meeting. Where a group of shareholders together controlling at least one per cent of the votes in the Company propose certain additions to the agenda in accordance with the provisions on setting the items of the agenda, or table draft resolutions for items included or to be included on the agenda, the matter proposed shall be construed to have been placed on the agenda if such proposal is delivered to the Board of Directors within eight days following the time of publication of notice for the convocation of the general meeting, and the Board of Directors publishes a notice on the amended agenda, and on the draft resolutions tabled by shareholders upon receipt of the proposal. The conditions to participate in the general meeting are published in the invitation to the general meeting. Invitations to the general meeting are published on the company website according to the Articles of Association. The ordinary general meeting is usually held in April, in line with the current regulations.

The ordinary general meeting, based on the proposal of the Board of Directors approved by the Supervisory Board, shall have the authority to determine profit distribution, i.e. the amount of the profit after taxation to be reinvested into the Company and the amount to be paid out as dividends. Based upon the decision of the general meeting, dividend can be paid in a non-cash form as well.

The starting date for the payment of dividends shall be defined by the Board of Directors in such way as to ensure a period of at least 10 working days between the first publication date of such announcement and the initial date of dividend distribution.

Only those shareholders are entitled to receive dividend, who are registered in the share register of the Company on the basis of shareholders identification executed on the date defined by the Board of Directors and published in the announcement on the dividend payment. Such date relevant to the dividend payment determined by the Board of Directors may deviate from the date of the general meeting deciding on the payment of dividend.

11. PRESENTATION OF THE ISSUER'S COMPLIANCE WITH SECTION IV. OF ACT 67 OF 2019 ON THE INCENTIVISATION OF LONG-TERM SHAREHOLDER PARTICIPATION AND HARMONIZATION OF PARTICULAR OTHER ACTS (SRD ACT).

The Board of Directors of MOL Plc. on the basis of Section 3:268 (2) of Act V of 2013 on the Civil Code proposed and put on the agenda of the Annual General Meeting convened for 30 April 2020 the Remuneration Policy to an advisory vote. Based on the authorization granted by Section 9 (2) of the Government Decree 102/2020. (IV. 10.) the Board of Directors on behalf of the Annual General Meeting of MOL Plc. adopted by a unanimous decision the Remuneration Policy and according to Section 18 of Act LXVII of 2019 on Encouraging Long-Term Shareholder Engagement and amendments of further regulations for harmonization purposes made available free of charge on the homepage of MOL Plc. (https://molgroup.info/en/about-mol-group/main-governance-documents).

The Remuneration Policy of the Company has been applied from the 2021 business year in compliance with Section 29 (3) of the SRD act.

The Board of Directors on the basis of Sections 19-22 of the SRD act proposed and put the Remuneration Report on the agenda of the 2023 Annual General Meeting.

12. GOVERNANCE AROUND CLIMATE RELATED RISKS AND CHALLENGES

12.1. Board oversight of climate related issues risks and challenges

The Board of Directors is responsible for defining the main business objectives of the Group as well as to review and approve the Group's business strategy, including the premises and assumptions upon which the strategy was created. MOL Group's long-term transformational strategy was created based on climate related risks and challenges, which means that the Board of Directors (and its committees) consider a wide range of Climate-related risks and challenges as an integral part of its roles and responsibilities, both when it reviews and approves strategy, also when it reviews risk management policies, and business plans as well as setting the organization's performance objectives. Furthermore, the Board and its committees are tasked with monitoring and overseeing progress against goals and targets, including climate related ones. The Board of Directors is informed and continually updated on climate related risks and challenges via regular reporting through various channels. This includes quarterly and yearly reports from senior management on a broad number of issues affected by climate change, including macro trends, legislation, environment, capital markets etc. The Board of Directors took part in the revision of compliance of MOL Group 2030+ Strategy (updated in 2023) in line with the overarching EU regulations. For more information on the strategy update of MOL Group and the role of climate change and sustainability, refer to section 5 of the Integrated Annual Report.

In addition, to the BoD, two committees have been assigned climate-related responsibilities: the Sustainable Development Committee (SDC), and the Finance and Risk Management Committee (FRC). Both committees directly deal with specific climate change related matters. To ensure integrated management of sustainability related issues across the Group, including but not limited to climate change, the SDC monitors and oversees progress against sustainability related goals and targets. At least four times a year, the Group Vice President of Health, Safety & Environment reports to the SDC on progress against sustainability related goals and on climate-related issues, while the Investor Relations & ESG coordination Manager informs this Committee on various emerging sustainability-related issues and trends. Furthermore, impact of climate change related risk and opportunities at Group, divisional, country and site level are reported to the Committee each quarter through a number of deep-dive presentations. The FRC on the other hand is tasked with monitoring, among other things, the financial and operational risks as well as the methodology and management of risks, furthermore the operation of Enterprise Risk Management (ERM) system. Both long-term strategic risk assessments and mid-term risk reports (covering also Climate Change Risk) are submitted to the FRC. Climate change is a strategic risk for MOL Group and is part of the Group's ERM system, and is reported and presented to members of the FRC accordingly. More information can be obtained from the section 12.2.

12.2. Management's role in assessing and managing climate risks and challenges

Part of the role and responsibilities of the executive management include assessing and managing climate-related risks and challenges, as well as executing the approved strategy. In terms of organizational structure, responsibility for climate change does not reside in a single department or person. Responsibilities for climate change related matters are dispersed through a wide number of roles across the Group. Several functions at Group level analyze climate change related risks and challenges. These include but are not limited to the Group Strategy (climate change implications on strategy), Chief Economist (sustainability and climate change macro trends), Public and EU Regulatory Affairs (global and regional climate change related legislation), HSE department (analysis and mitigation of environmental risks, tracking environmental performance), and Investor Relations (ESG developments in capital markets). Furthermore, all divisions monitor and assess climate-related risks and challenges as an integral part of their roles and responsibilities in executing and designing their strategies as well as in the ERM risk reviews. Executive management is informed and regularly updated on climate related risks and challenges via regular reporting through various channels, from both the before mentioned HQ based Group level functions as well as divisional management.

Corporate Governance Declaration on Compliance with the Corporate Governance Recommendations

As part of the Corporate Governance Report, by completing the following tables, the company declares to what extent it applied in its own practice of corporate governance the recommendations and suggestions formulated in the different points of the Corporate Governance Recommendations (CGR) published by the Budapest Stock Exchange Ltd.

By reviewing the tables, market participants may receive information on the extent to which the corporate governance practice of different companies meets certain requirements included in the CGR, and may easily compare the practices of the different companies.

The Recommendations contain both recommendations that are binding for all issuers and non-binding proposals. Issuers may derogate both from binding recommendations and non-binding proposals. In the event of derogation from the recommendations, issuers are required to publish and justify the derogation in their corporate governance reports ('comply or explain'). This enables issuers to take industry and company-specific requirements into account. Accordingly, even issuers derogating from the recommendations can comply with corporate governance requirements under specific circumstances. Concerning the proposals, issuers should indicate whether they apply a given guideline or not, and they can also explain any derogation from the proposals.

The basic principle and purpose of the corporate governance report is to have companies give a report of their previous business year and to reveal the measure of their compliance with the Recommendations. The Recommendations may, however, include recommendations and proposals relating to events which did not occur at the issuer in the given period. In accordance with the current practice, these 'event type' questions can be answered with 'YES' also when the relevant event did not occur in the business year (for instance, no dividend was paid, or no shareholders' comments were received for the proposals to be submitted prior to the General Meeting) if the Company would have responded to the occurrences of such events as set forth in the Recommendations, in line with the provisions of its Articles of Association or its practices. In a situation like that, the solution that comes closest to the principle of transparent operation is for the issuer to select YES and also to add an explanation that though the event in question did not occur in the previous business year, there are appropriate mechanisms in place to handle it.

Level of compliance with the Recommendations

The Company indicates whether it follows the relevant recommendation or not, and if not, briefly explains the reasons why it did not follow that specific recommendation.

1.1.1. Does the Company have an organisational unit dealing with investor relationship management, or a designated person to perform these tasks?

Yes **No**

Explanation:

1.1.2. Is the Company's Articles of Association available on the Company's website?

Yes **No**

Explanation:

1.1.4. If the Company's Articles of Association allow shareholders to exercise their rights in their absence, did the Company publish the methods and conditions of doing so, including all necessary documents?

Yes **No**

Explanation: Shareholders may exercise their shareholder rights in the General Meeting through a Nominee and may also be represented through Proxy-card, the terms of which shall be published in the general meeting notice on the company's website. According to the Articles of Association of the Company, the participation at the General Meeting via electronic communication devices is not possible.

1.2.1. Did the Company publish on its website a summary document containing the rules applicable to the conduct of its General Meetings and to the exercise of voting rights by shareholders?

Yes **No**

Explanation:

1.2.2. Did the Company publish the exact date when the range of those eligible to participate in a given company event is set (record date), and also the last day when the shares granting eligibility for participating in a given company event are traded?

Yes **No**

Explanation:

1.2.3. Did the Company hold its General Meetings in a manner providing for maximum shareholder participation?

Yes **No**

Explanation:

1.2.6. The Company did not restrict the shareholders' right to designate a different representative for each of their securities accounts to represent them at any General Meeting. (Answer Yes, if not)

Yes **No**

Explanation:

1.2.7. For proposals for the agenda items, were the Board of Directors' draft resolution and also the Supervisory Board's opinion disclosed to the shareholders?

Yes **No**

Explanation:

1.3.3. The Company did not restrict the right of its shareholders attending a General Meeting to request information, add comments and submit proposals, or set any preconditions for these with the exception of some measures taken to conduct the General Meeting in accordance with the regulations and its function. (Answer Yes, if not)

Yes **No**

Explanation:

1.3.4. By answering the questions raised at the General Meeting, did the Company ensure compliance with the information provision and disclosure principles set out in legal and stock exchange regulations?

Yes **No**

Explanation:

1.3.5. Did the Company publish on its website within 3 working days following the General Meeting the answers to the questions that the representatives of the Company's boards or its auditor present at the General Meeting could not satisfactorily answer at the meeting, or an official statement explaining why it refrained from giving answers?

Yes **No**

Explanation: There was no such event in 2023

1.3.7. Did the Chairman of the General Meeting order a recess or suggest that the General Meeting be postponed when a proposal or motion relating to a particular issue on the agenda was submitted which the shareholders hadn't had a chance to become familiar with before the General Meeting?

Yes **No**

Explanation: There was no such event in 2023.

1.3.8.1. The Chairman of the General Meeting did not use a combined voting procedure for a decision related to electing and recalling executive officers and Supervisory Board members. (Answer Yes, if not)

Yes **No**

Explanation:

1.3.8.2. For executive officers or Supervisory Board members, whose nominations were supported by shareholders, did the Company disclose the identity of the supporting shareholder(s)?

Yes **No**

Explanation: There was no such event in 2023.

1.3.9. Prior to discussing agenda items concerning the amendment of the Articles of Association, did the General Meeting pass a separate resolution to determine whether to decide on each amendment of the Articles of Association by individual votes, joint votes, or votes combined in a specific way?

Yes **No**

Explanation: There was no such event in 2023.

1.3.10. Did the Company publish the minutes of the General Meeting containing the resolutions, the description of the draft resolutions and any important questions and answers related to the draft resolutions within 30 days following the General Meeting?

Yes **No**

Explanation:

1.6.1.1. Do the Company's publication guidelines cover the procedures for electronic, online disclosure?

Yes **No**

Explanation:

1.6.1.2. Does the Company design its website by considering the aspects of disclosure and the informing of investors ?

Yes **No**

Explanation:

1.6.2.1. Does the Company have an internal publication policy in place which covers the processing of the information listed in Section 1.6.2 of the Recommendations document?

Yes **No**

Explanation:

1.6.2.2. Do the internal regulations of the Company cover the methods for the assessment of events judged to be important for publication?

Yes **No**

Explanation:

1.6.2.3. Did the Board of Directors/Governing Board assess the efficiency of the publication processes?

Yes **No**

Explanation:

1.6.2.4. Did the Company publish the findings of the efficiency assessment of the publication process?

Yes **No**

Explanation:

1.6.3. Did the Company publish its annual company event calendar?

Yes **No**

Explanation:

1.6.4. Did the Company publish its strategy, business ethics and policies regarding other stakeholders?

Yes **No**

Explanation:

1.6.5. Did the Company publish the career information of Board of Directors / Governing Board, Supervisory Board and management members in its annual report or on the company website?

Yes **No**

Explanation:

1.6.6. Did the Company publish all relevant information about the work of the Board of Directors / Governing Board and the Supervisory Board, and the management, the assessments of these and the changes in the current year?

Yes **No**

Explanation:

1.6.8. Did the Company publish its risk management guidelines and information about its system of internal controls, the main risks and the principles for their management?

Yes **No**

Explanation:

1.6.9.1. Did the Company publish its guidelines relating to the trading of its shares by insiders?

Yes **No**

Explanation:

1.6.9.2. Did the Company disclose the share of the Board of Directors / Governing Board, Supervisory Board and management members in the securities issued by the Company, as well as the extent of their interest under the share-based incentive system in the annual report or in some other way?

Yes **No**

Explanation:

1.6.10. Did the Company publish the relationship of Board of Directors / Governing Board, Supervisory Board and management members may have with third parties which could affect the operation of the Company?

Yes **No**

Explanation:

2.1.1. Does the Company's Articles of Association contain clear provisions regarding the responsibilities and competences of the General Meeting and the Board of Directors / Governing Board?

Yes **No**

Explanation:

2.2.1. Does the Board of Directors / Governing Board have a rules of procedure in place defining the organisational structure, the actions for arranging and conducting the meetings, and the tasks regarding the adopted resolutions, as well as other issues related to the operation of the Board of Directors / Governing Board?

Yes **No**

Explanation:

2.2.2. Does the Company publish the procedure used for nominating Board of Directors / Governing Board members and the principles for determining their remuneration?

Yes **No**

Explanation:

2.3.1. Does the Supervisory Board provide a detailed description of its operation and duties, as well as the administrative procedures and processes followed by it, in its rules of procedure and work plan?

Yes **No**

Explanation:

2.4.1.1. Did the Board of Directors / Governing Board and the Supervisory Board hold meetings periodically at a predefined interval?

Yes **No**

Explanation:

2.4.1.2. Do the rules of procedure of the Board of Directors / Governing Board and the Supervisory Board provide rules for the conduct of meetings that cannot be planned in advance, and for decision-making using electronic telecommunications means?

Yes **No**

Explanation:

2.4.2.1. Did board members have access to the proposals to be presented at the meeting of the respective board at least five days prior to the meeting?

Yes **No**

Explanation: According to the company's practice, the proposals are available to members 7 days prior to the board meetings. Shorter period can happen only in exceptional cases.

2.4.2.2. Did the Company arrange the proper conduct of the meetings, the drawing up of the meeting minutes and management of the resolutions made by the Board of Directors / Governing Board and the Supervisory Board?

Yes **No**

Explanation:

2.4.3. Do the rules of procedure provide for the regular or ad hoc participation of non-board members at respective board's meetings?

Yes **No**

Explanation:

2.5.1. Were the members of the Board of Directors / Governing Board and the Supervisory Board nominated and elected in a transparent process, and was the information about the candidates made public in due time before the General Meeting?

Yes **No**

Explanation:

2.5.2. Does the composition and size of the boards comply with the principles set out in Section 2.5.2 of the Recommendations?

Yes **No**

Explanation:

2.5.3. Did the Company ensure that the newly elected Board of Directors / Governing Board and Supervisory Board members became familiar with the structure and operation of the Company and their tasks to be carried out as members of the respective boards?

Yes **No**

Explanation:

2.6.1. Did the Governing Board / Supervisory Board request (in the context of preparing the annual corporate governance report) its members considered to be independent to confirm their independence at regular intervals?

Yes **No**

Explanation:

2.6.2. Does the Company provide information about the tools which ensure that the Board of Directors / Governing Board assesses objectively the management's activities?

Yes **No**

Explanation:

2.6.3. Did the Company publish its guidelines concerning the independence of its Governing Board / Supervisory Board members and the applied independence criteria on its website?

Yes **No**

Explanation:

2.6.4. The Supervisory Board of the Company does not have any members who has held a position in the Board of Directors or in the management of the Company in the previous five years, not including cases when they were involved to ensure employee participation?

Yes **No**

Explanation: In 2023 there was only one member of the Supervisory Board, who held any position in the Board of Directors or in the management of the Company in the previous five years.

2.7.1. Did members of the Board of Directors / Governing Board inform the Board of Directors / Governing Board and (if applicable) the Supervisory Board (or the Audit Committee if a uniform governance system is in place) if they, or individuals they have business relations with, or their relatives have interest in any business transactions of the Company (or any subsidiaries thereof) which excludes their independence?

Yes **No**

Explanation:

2.7.2. Were transactions and assignments between members of boards/ members of the management/individuals closely associated with them and the Company/subsidiaries of the Company carried out in accordance with the Company's general business practice but applying more stringent transparency rules compared to general business practice, and were they approved?

Yes **No**

Explanation:

2.7.3. Did board members inform the Supervisory Board / Audit Committee (Nominating Committee) if they had received an appointment for board membership or management position of a company not belonging to the Company Group?

Yes **No**

Explanation: The members of the Board shall make a statement at their election regarding their corporate or management role in a company other than a company belonging to the Group.

According to the Charter of the Board of Directors, the Board of Directors informs the Corporate Governance and Remuneration Committee of the Board of Directors if he or she has received a membership or management membership request from a company not belonging to the Group. The Chairman of the Supervisory Board participates in the meetings of the Board of Directors as a permanent invitee .

According to the Charter of the Supervisory Board, a member of the Supervisory Board informs the Supervisory Board if he or she has received a membership or management membership request from a company not belonging to the group.

2.7.4. Did the Board of Directors / Governing Board develop guidelines for the flow of information and the management of insider information within the Company, and monitor compliance with them?

Yes **No**

Explanation:

2.8.1. Did the Company create an independent internal audit function that reports directly to the Audit Committee / Supervisory Board?

Yes **No**

Explanation:

2.8.2. Does Internal Audit have unrestricted access to all information necessary for carrying out audits?

Yes **No**

Explanation:

2.8.3. Did shareholders receive information about the operation of the system of internal controls?

Yes **No**

Explanation:

2.8.4. Does the Company have a function ensuring compliance (compliance function)?

Yes **No**

Explanation:

2.8.5.1. Is the Board of Directors / Governing Board or a committee operated by it responsible for the supervision and management of the entire risk management of the Company?

Yes **No**

Explanation:

2.8.5.2. Did the relevant organisation of the Company and the General Meeting received information about the efficiency of the risk management procedures?

Yes **No**

Explanation:

2.8.6. With the involvement of the relevant areas, did the Board of Directors / Governing Board develop the basic principles of risk management taking into account the special idiosyncrasies of the industry and the Company?

Yes **No**

Explanation:

2.8.7. Did the Board of Directors / Governing Board define the principles for the system of internal controls to ensure the management and control of the risks affecting the Company's activities as well as the achievement of its performance and profit objectives?

Yes **No**

Explanation:

2.8.8. Did internal control systems functions report about the operation of internal control mechanisms and corporate governance functions to the competent board at least once a year?

Yes **No**

Explanation:

2.9.2. Did the Board of Directors / Governing Board invite the Company's auditor in an advisory capacity to the meetings on financial reports ?

Yes **No**

Explanation: The financial report was discussed on the meeting of the Finance and Risk Management Committee of the Board of Directors prior to the meeting of the Board of Directors.

Level of compliance with the Proposals

The Company must state whether it follows the relevant proposal included in the Corporate Governance Recommendations, or not (Yes / No). The Company can also explain any derogation from it.

1.1.3. Does the Company's Articles of Association provide an opportunity for shareholders to exercise their voting rights also when they are not present in person?

Yes **No**

Explanation: Shareholders may exercise their shareholder rights in the General Meeting through a Nominee and may also be represented through a shareholder form (Proxy-card), the terms of which shall be published in the general meeting notice on the company's website. Accordintg to the Articles of Association of the Company, the participation at the General Meeting via electronic communication devices is not possible.

1.2.4. Did the Company determine the place and time of General Meetings initiated by shareholders by taking the initiating shareholders' proposal into account?

Yes **No**

Explanation: No such General Meeting took place in 2023.

1.2.5. Does the voting procedure used by the Company ensure a clear, unambiguous and fast determination of voting results, and in the case of electronic voting, also the validity and reliability of the results?

Yes **No**

Explanation:

1.3.1.1. Were the Board of Directors/Governing Board and the Supervisory Board represented at the General Meeting?

Yes **No**

Explanation:

1.3.1.2. In the event the Board of Directors/Governing Board and the Supervisory Board was absent, was it disclosed by the Chairman of the General Meeting before discussion of the agenda began?

Yes **No**

Explanation: There was no such event in 2023.

1.3.2.1. The Articles of Association of the Company does not preclude any individuals from receiving an invitation to the General Meetings of the Company at the initiative of the Chairman of the Board of Directors/Governing Board and being granted the right to express their opinion and to add comments there if that person's presence and expert opinion is presumed to be necessary or help provide information to the shareholders and help the General Meeting make decisions.(Answer Yes, if not)

Yes **No**

Explanation:

1.3.2.2. The Articles of Association of the Company does not preclude any individual from receiving an invitation to the General Meetings of the Company at the initiative of shareholders requesting to supplement the agenda items of the General Meeting and from being granted the right to express their opinion and to add comments there. (Answer Yes, if not)

Yes **No**

Explanation:

1.3.6. Does the annual report of the Company prepared as specified in the Accounting Act contain a brief, easy-to-understand and illustrative summary for shareholders, including all material information related to the Company's annual operation?

Yes **No**

Explanation:

1.4.1. In line with Section 1.4.1, did the Company pay dividend within 10 working days to those of its shareholders who had submitted all the necessary information and documents?

Yes **No**

Explanation: The dividend is paid on the starting day of dividend payment to those shareholders who had provided all the necessary information and documentation. Following this date, dividend is paid monthly to those shareholders providing the necessary documentation.

1.6.11. Did the Company publish its information in English as well, in line with the provisions of Section 1.6.11?

Yes **No**

Explanation:

1.6.12. Did the Company inform its investors about its operation, financial situation and assets on a regular basis, but at least quarterly?

Yes **No**

Explanation:

2.9.1. Does the Company have in place internal procedures regarding the use of external advisors and outsourced activities?

Yes **No**

Explanation:

AGENDA ITEM No. 2

Waiver to be granted to the Board of Directors and its members according to Article 12.12. of the Articles of Association

According to Article 12.12 of the Articles of Association the Annual General Meeting shall put on its agenda each year the evaluation of the work of the Board of Directors performed during the previous business year and make a resolution on the waiver (discharge) that may be granted to the Board of Directors.

According to Section 3:117 (1) of the Civil Code, if by granting a waiver the General Meeting acknowledges the Board of Directors' management activities during the previous financial year, the Company may only bring action against the Board of Directors and/or its members on the grounds of breaching management obligations in a claim for damages if the facts and information underlying the waiver proved to be false or incomplete.

Based on the above, the Board of Directors submits to the General Meeting the following resolution proposal:

Proposed resolution

The General Meeting – under Article 12.12 of the Articles of Association – acknowledges the work of the Board of Directors performed during the 2023 business year and grants waiver to the Board of Directors and its members under Article 12.12 of the Articles of Association.

AGENDA ITEM No. 3

Election of the statutory auditor for the 2024 financial year and determination of its remuneration as well as the material elements of its engagement

After evaluating the relationship, independence and the audit fees committed by the incumbent auditor, the Supervisory Board, with the support of the Audit Committee, proposes to elect auditor, Deloitte Auditing and Consulting Ltd.

Based on the above, the Supervisory Board with the support of the Audit Committee submits to the General Meeting the following resolution proposal:

Proposed resolution:

The General Meeting elects Deloitte Auditing and Consulting Ltd. (1068 Budapest, Dózsa György út 84/C.) to be the statutory auditor of MOL Plc. for the financial year 2024, from the day following the date of the general meeting approving the 2023 financial statements until the annual general meeting to be held in 2025, but until 30 April 2025 the latest.

The General Meeting determines the remuneration of the auditor for auditing MOL Plc. in the financial year 2024 to be HUF 122.1 million plus VAT.

The auditor personally responsible appointed by Deloitte Auditing and Consulting Ltd. is Gábor Molnár (registration number: MKVK-007239), in case of his incapacity he shall be substituted by Tamás Horváth (registration number: MKVK-003449).

In addition to the abovementioned, the General Meeting defines the material elements of the contract with the auditor as follows:

<u>Scope of the contract:</u>

Audit of the 2024 parent company and consolidated financial statements of MOL Plc. prepared based on the Hungarian Accounting Act, in accordance with the International Financial Reporting Standards as adopted by the European Union (IFRS).

<u>Billing and settlement:</u>

In 12 equal monthly installments, invoices are to be submitted by the auditor until the 5th calendar day of the following month and MOL Plc. is obliged to settle them within 30 days upon receipt.

<u>Term of the contract:</u>

From the day following the date of the general meeting approving the 2023 financial statements until the date of the annual general meeting closing the financial year 2024, but until 30 April 2025 the latest.

Otherwise the general terms and conditions relating to audit agreements of Deloitte Auditing and Consulting Ltd. shall apply.

AGENDA ITEM No. 4

The Board of Directors' presentation regarding the acquisition of treasury shares following the ordinary Annual General Meeting of 2023 in accordance with Section 3:223 (4) of the Civil Code. Authorization of the Board of Directors to acquire treasury shares in accordance with Section 3:223 (1) of the Civil Code

I. The Board of Directors' presentation regarding the acquisition of treasury shares following the ordinary Annual General Meeting of 2023 in accordance with Section 3:223 (4) of the Civil Code.

On 27 April 2023 the Board of Directors of the Company, by adopting resolution No. 9. (hereinafter referred to as the Resolution No. 9 of the Annual General Meeting of 2023) granted authorization valid for 18 months to the Board of Directors of the Company to acquire treasury shares.

On 27 April 2023 MOL Plc. ("MOL") directly and indirectly owned … pieces of registered Ordinary „A" Series shares with a par value of HUF 125 and 20,297,559 pieces of registered Ordinary „C" Series shares with a par value of HUF 1,001.

Since 27 April 2023 the acquisitions of treasury shares took place as follows:

- On 31 May 2023 MOL Employee Share Ownership Program Organization transferred to MOL as the founder 987,807 pieces of MOL "A" Series Ordinary shares with a par value of HUF 125 (aggregate nominal value of HUF 123,475,875) based on the withdrawal of its participation rights. The ratio of the acquired shares compared to the share capital was 0.12055%.
- On 27 June 2023, the option rights under the option agreement between MOL and UniCredit Bank AG concluded on 20 June 2022 in respect of 3,704,188 pieces of shares were physically, and in respect of 30,742,366 pieces of shares were cash settled upon expiry by automatic exercise. As a result, MOL acquired 3.704.188 "A" Series MOL Ordinary shares with a nominal value of HUF 125 (aggregate nominal value of HUF 463.023.500) upon payment of EUR 24,103,373.57 The ratio of the acquired shares compared to the share capital was 0.45205%.
- On 27 June 2023, the option rights under the option agreement between MOL and ING Bank N.V. concluded on 20 June 2022 in respect of 3,353,987 pieces of shares were physically, and in respect of 30,927,06 pieces of shares were cash settled upon expiry by automatic exercise. As a result, MOL acquired 3,353,987 "A" Series MOL Ordinary shares with a nominal value of HUF 125 (aggregate nominal value of HUF 419,248,375) upon payment of EUR 22,474,396.09 The ratio of the acquired shares compared to the share capital was 0.40931%.
- On 9 July 2023 MOL Employee Share Ownership Program Organization transferred to MOL as the founder 1,402,176 pieces of MOL "A" Series Ordinary shares with a par value of HUF 125 (aggregate nominal value of HUF 175,272,000) based on the withdrawal of its participation rights. The ratio of the acquired shares compared to the share capital was 0.17112%.
- On 18 July 2023 MOL Employee Share Ownership Program Organization transferred to MOL as the founder 166,773 pieces of MOL "A" Series Ordinary shares with a par value of HUF 125 (aggregate nominal value of HUF 20,846,625) based on the withdrawal of its participation rights. The ratio of the acquired shares compared to the share capital was 0.02035%.
- On 24 August 2023 MOL Employee Share Ownership Program Organization transferred to MOL as the founder 94,813 pieces of MOL "A" Series Ordinary shares with a par value of HUF 125 (aggregate nominal value of HUF 11,851,625) based on the withdrawal of its participation rights. The ratio of the acquired shares compared to the share capital was 0.01157%.

Today MOL directly and indirectly owns 27,752,736 pieces of registered Ordinary "A" Series shares with a par value of HUF 125 and 578 pieces of registered Ordinary "C" Series shares with a par value of HUF 1,001 as a result of the above mentioned acquisition(s) and the disposal of altogether 2,254,567 pieces of "A" Series shares (which have been published) in the meantime.

Based on the above, the Board of Directors submits to the General Meeting the following resolution proposal:

Proposed resolution

The General Meeting acknowledges the Board of Directors' presentation regarding the acquisition of treasury shares following the ordinary Annual General Meeting of 2023 in accordance with Section 3:223 (4) of the Civil Code.

II. Authorization of the Board of Directors to acquire treasury shares in accordance with Section 3:223 (1) of the Civil Code

The authorization granted by the Resolution No. 9 of the Annual General Meeting of 2023 for the Board of Directors to acquire treasury shares will expire at the end of October 2024. The Board of Directors asks for a new authorization from the General Meeting to acquire treasury shares from the date of the General Meeting until the end of October 2025.

The Board of Directors of MOL would like to maintain the authorization for further share especially for the following reasonsto be able to use treasury shares as acquisition consideration, or

- to be able to exercise certain contractual rights (eg. call options) including but not limited to exercising rights ensured by financial instruments for acquiring treasury shares (eg.: conversion right, exchange right) and perform certain obligations or
- to protect shareholders from the negative effects of a possible share overhang in which case the Company shall be able to acquire a larger block of shares or
- to maintain flexibility for further share capital structure optimization, share cancellation and/or other investments or
- to be able to operate share-based incentive schemes or
- to allot or sale shares to MOL Employee Share Ownership Program Organization or to MOL Special Employee Share Ownership Program Organizations or
- to be able to implement or amend share-based or hybrid financing instruments and other investment structures.

Based on the above, the Board of Directors submits to the General Meeting the following resolution proposal:

Proposed resolution

The General Meeting authorizes the Board of Directors of the Company to acquire treasury shares – simultaneously setting aside Resolution No. 9 of the Annual General Meeting of 2023 – pursuant to the following terms and conditions:

- Mode of acquisition of treasury shares: with or without consideration, either on the stock exchange or through public offer or on the OTC market if not prohibited by legal regulations, including but not limited to acquiring shares by exercising rights ensured by financial instruments for acquiring treasury shares (eg.: call right, exchange right etc.).
- The authorization empowers the Board of Directors to acquire any type of shares issued by the Company with any par value.
- The amount (number) of shares that can be acquired: the total amount of nominal value of treasury shares owned by the Company at any time may not exceed 25 % of the actual share capital of the Company.
- The period of validity of the authorization: from the date of the resolution made by the General Meeting for an

18 months period.

If the acquisition of the treasury shares is in return for a consideration, the minimum amount which can be paid for one piece of share is HUF 1, while the maximum amount cannot exceed 150 % of the highest of the following prices:

a.) the highest price of the deals concluded with MOL shares on the Budapest Stock Exchange ("BÉT") on the date of the transaction or

b.) the highest daily volume weighted average price of MOL shares on any of the 90 BÉT trading days prior to the date of the transaction or

c.) the volume-weighted average price of MOL shares during 90 BÉT trading days prior to

(i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or

(ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or

(iii) the date of exercising option rights, pre-emption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares or

d.) the closing price of MOL shares on the BÉT on the trading day which falls immediately prior to

(i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or

(ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or

(iii) the date of exercising option rights, preemption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares.

AGENDA ITEM No. 5

Authorization granted for the Board of Directors to increase the share capital and respective amendment of Article 17.d.)

The authorization of the Board of Directors to increase the share capital granted through the amendment of Article 17.d.) of the Articles of Association by the General Meeting held on 11 April 2019 shall expire on 10 April 2024. Considering that it is still very important for the Board of Directors to be entitled to increase liquidity quickly – if necessary – and with as little restriction as possible, thus, the Board of Directors finds it reasonable to maintain the authorization provided in Article 17.d.) with the same conditions for further 5 years and to amend Article 17.d.) of the Articles of Association accordingly.

Proposed amendment of Article 17.d.):

(wording proposed to delete crossed, new wording in bold):

"d.) Based on the authorization granted in the Articles of Association the Board of Directors is entitled to increase the share capital until ~~10 April 2024~~ **24 April 2029** in one or more installments by not more than HUF 30,000,000,000 (i.e. Thirty billion forints) i.e. up to the maximum amount of HUF 132,428,682,578 (i.e. one hundred and thirty-two billion four hundred and twenty eight million six hundred and eighty two thousand five hundred seventy eight forint) in any form and method provided by the Civil Code and resolve the amendment of the Articles of Association in connection thereof."

According to Section (2) of Article 3:293 of the Civil Code, the validity of the resolution on the authorization of the Board of Directors to increase the share capital also requires the separate approval of the holders of each types or classes of shares directly affected by the capital increase, in the manner specified in the Articles of Association. According to the second paragraph of Article 12.10 of the Articles of Association, holders of the series of shares present at the General Meeting shall decide upon such approval prior to the resolution of the General Meeting by voting separate of each series of shares and by the simple majority of the votes.

Based on the above, the Board of Directors submits to the General Meeting the following resolution proposal:

Proposed resolution:

The holders of "A" series shares present at the General Meeting grant their approval to the authorization of the Board of Directors to increase the share capital in accordance with the conditions defined in Article 17.d.) of the Articles of Associations to be amended.

Proposed resolution:

The holder of "B" series shares present at the General Meeting grant its approval to the authorization of the Board of Directors to increase the share capital in accordance with the conditions defined in Article 17.d.) of the Articles of Associations to be amended.

Proposed resolution:

The General Meeting grants its approval to the Board of Directors to increase the share capital in in one or more installments by not more than HUF 30,000,000,000 (i.e. Thirty billion forints) i.e. up to the maximum amount of HUF 132,428,682,578 (i.e. one hundred and thirty-two billion four hundred and twenty eight million six hundred and eighty two thousand five hundred seventy eight forint) in any form and method provided by the Civil Code and to resolve the amendment of the Articles of Association in connection thereof. The authorization shall be granted for a period until 24 April 2029.

Based on the above, the General Meeting modifies Article 17.d.) of the Articles of Association as follows:

(wording proposed to be deleted crossed through, new wording in bold)

„d.) Based on the authorization granted in the Articles of Association the Board of Directors is entitled to increase the share capital until 10 April 2024 24 April 2029 in one or more installments by not more than HUF 30,000,000,000 (i.e. Thirty billion forints) i.e. up to the maximum amount of HUF 132,428,682,578 (i.e. one hundred and thirty-two billion four hundred and twenty eight million six hundred and eighty two thousand five hundred seventy eight forint) in any form and method provided by the Civil Code and resolve the amendment of the Articles of Association in connection thereof."

AGENDA ITEM No. 6

Election of member(s) of the Board of Directors

The mandate of Dr. Sándor Csányi, Dr. János Martonyi, Mr. Anthony Radev and Mr. Talal Al Awfi as members of the Board of Directors will expire on 29 April 2024.

With respect to the abovementioned, the Board of Directors proposes to the General Meeting to re-elect Dr. Sándor Csányi, Dr. Anthony Radev and Mr. Talal Al Awfi as members of the Board of Directors of the Company from 30 April 2024 to 29 April 2029.

(The CVs can be found following the resolution proposal.)

Based on the above, the Board of Directors submits to the General Meeting the following resolution proposals:

Proposed resolution

The General Meeting elects **Dr. Sándor Csányi** as member of the Board of Directors from 30 April 2024 to 29 April 2029.

CURRICULUM VITAE

MOL group positions:

- **Member of the Board of Directors since 20 October 2000 and Deputy Chairman since 2001**
- **Chairman of the Corporate Governance and Remuneration Committee**

Specialising in finance at university, where he also took a doctorate, he later became a chartered accountant and his first job was at the Ministry of Finance. He also worked for the Ministry of Food and Agriculture and at the Hungarian Credit Bank. From 1989 to 1992, he was Deputy Chief Executive Officer of the Commercial & Credit Bank (K&H), and since 1992, he has been the Chairman and & Chief Executive Officer of OTP Bank Plc. On 15 April 2016, the annual shareholders meeting re-elected him for another five-year term as Chairman and Chief Executive Officer of OTP Bank Plc. He is Co-Chairman of the National Association of Entrepreneurs and Employers (VOSZ). He is a member of the Institut International d' Études Bancaires. In January 2012, he was elected the Co-Chairman of the Chinese-Hungarian Business Council. Since July 2010, he is the President of the Hungarian Football Federation. Since March 2015, he has been a member of UEFA's Executive Committee. Since April 2017 he has been a member of FIFA's Council. In February 2018 he was elected Vice President of FIFA and in February 2019 Vice President of UEFA.

Proposed resolution

The General Meeting elects **Dr. Anthony Radev** as member of the Board of Directors from 30 April 2024 to 29 April 2029.

CURRICULUM VITAE

MOL group positions:

- **Member of the Board of Directors since 30 April 2014**
- **Member of the Finance and Risk Management Committee since 30 May 2014**
- **Member of the Corporate Governance and Remuneration Committee since 30 May 2014**

Dr. Anthony Radev was a Director of McKinsey & Company for over 22 years. Joining the Firm in 1991 in Germany, he was one of the founding partners of the Eastern European branch in 1993. He personally opened up the McKinsey offices in Budapest (1995), Zagreb (2003), Sofia (2005) and Bucharest (2008). He also led the Eastern European offices of McKinsey Financial Institutions Practice. With McKinsey, Anthony has completed a vast number of engagements in almost all sectors of the economy and the public sector – from financial institutions through service - to manufacturing industries. He was the founding director of the School for Executive Education and Development (SEED) Business School in Budapest, serving until

2019. Since its founding in 2014, SEED has developed into a high performing complex business education institution. Since 2019, he has been the President of Corvinus University of Budapest, leading the transformation of the University. He is a citizen of Hungary, Germany and Bulgaria.

Proposed resolution
The General Meeting elects **Mr. Talal Al Awfi** as member of the Board of Directors from 30 April 2024 to 29 April 2029.

CURRICULUM VITAE

MOL group positions:

- **Member of the Board of Directors since 20 October 2000 and Deputy Chairman since 2001**
- **Chairman of the Corporate Governance and Remuneration Committee**

Mr. Talal Al Awfi studied Business and Finance (BSc) in addition to his Master's Degree in Marketing (MSc) from Salford University, United Kingdom. He has over 20 years experience in oil, gas and petrochemical marketing and trading. He has held several key positions in both the government and private sectors, and is currently the Group CEO of OQ. He has been an active Board member of several companies covering diverse fields in the oil industry in the past and present.

AGENDA ITEM No. 7

Election of member(s) of the Supervisory Board / Audit Committee

The mandate of Dr. Anett Pandurics as member of the Supervisory Board will expire on 29 April 2024.

With respect to the abovementioned, the Board of Directors proposes to the General Meeting to re-elect **Dr. Anett Pandurics** as member of the Supervisory Board of the Company from 30 April 2024 to 29 April 2029.

(The CV of the candidate can be found following the resolution proposal.)

Based on the above, the Board of Directors submits to the General Meeting the following resolution proposal:

Proposed resolution

The General Meeting elects **Dr. Anett Pandurics** as member of the Supervisory Board from 30 April 2024 to 29 April 2029.

CURRICULUM VITAE

MOL Group positions:

- **Deputy Chairperson of the Supervisory Board since 27 June 2022, member since 11 April 2019**
- **Chairperson of the Audit Committee since 27 June 2022, member since 11 April 2019**

Dr. Anett Pandurics was the CEO and Chairman of the Board of Directors of the Hungarian Post Insurance and Life Insurance Ltd between 2005 and 2023. She holds degrees from the Faculty of Business Administration of Budapest University of Economic Sciences and a PhD from Corvinus University of Budapest in the field of strategic management. She was the elected President of Association of Hungarian Insurance Companies (MABISZ) between 2013 and 2022. She is a member of the Board of Gedeon Richter Plc. since 2018. Since 2023 August she is also member of the Supervisory Board of MVM Group. She has been granted with numerous awards, including Pro Universitas Prize, Pro Scientia Medal and Muzsay Géza Insurance Award. She is also active in the editorial boards of three academic journals and has a vast lecturing, teaching and mentoring experience in the last 20 years. She is married and has 2 children.

The Board of Directors proposes to the General Meeting to elect **Dr. Anett Pandurics** as member of the Audit Committee from 30 April 2024 to 29 April 2029.

Based on the above, the Board of Directors submits to the General Meeting the following resolution proposal:

Proposed resolution

The General Meeting elects **Dr. Anett Pandurics** as member of the Audit Committee from 30 April 2024 to 29 April 2029.

AGENDA ITEM No. 8

Advisory vote on the remuneration report of the Company prepared under the provisions of Act LXVII of 2019 on Encouraging Long-Term Shareholder Engagement and amendments of further regulations for harmonization purposes

The Hungarian Parliament passed Act LXVII of 2019 on Encouraging Long-Term Shareholder Engagement and amendments of further regulations for harmonization purposes(hereinafter referred to as the "SRD Act") in 2019, which implements Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement.

Under the provisions of the SRD Act, public limited liability companies shall annually draw up remuneration report and submit it for advisory vote in the general meeting. The remuneration report shall be clear and understandable, providing a comprehensive overview of the remuneration, including all benefits in whatever form, awarded or due during the most recent financial year to individual directors, including to newly recruited, in accordance with the remuneration policy.

In line with the above, under Section 3:268 (3) of Act V of 2013 on the Civil Code, in public limited companies the remuneration report of the most recent financial year shall be put on the agenda of the general meeting and submitted to an advisory vote.

The remuneration report -as required by the SRD Act - shall contain the following information regarding each individual director's remuneration:

a) the total remuneration split out by component, the relative proportion of fixed and variable remuneration, an explanation how the total remuneration complies with the adopted remuneration policy, including how it contributes to the long-term performance of the company, and information on how the performance criteria were applied;

b) the annual change of remuneration, of the performance of the company, and of average remuneration on a full-time equivalent basis of employees of the company other than directors over at least the five most recent financial years, presented together in a manner which permits comparison;

c) any remuneration from any undertaking belonging to the same group comprising parent undertaking and all its subsidiary undertakings as defined in Act C of 2000 on Accounting;

d) the number of shares and share options granted or offered, and the main conditions for the exercise of the rights including the exercise price and date and any change thereof;

e) information on the use of the possibility to reclaim variable remuneration;

f) information on any deviations from the procedure for the implementation of the Remuneration Policy and on any temporary derogation to the applicable Remuneration Policy applied in accordance with SRD Act including the explanation of the nature of the exceptional circumstances and the indication of the specific elements derogated from.

According to Section 29.§ (4) of the of the SRD Act in the first five years of the approved Remuneration Policy, the Company as a public limited company fulfills its obligation under point b) by applying the provision only to remuneration policies already approved under SRD Act.

The remuneration report shall not include special categories of personal data of individual directors defined in EU General Data Protection Regulation and in Point 3 Section 3 of Act CXII of 2011 on the right to informational self-determination and on the freedom of information or personal data which refer to the family situation of individual directors.

After the General Meeting the Company makes the remuneration report publicly available on their website, free of charge, for a period of 10 years.

Based on the above, the Board of Directors submits to the General Meeting the following resolution proposal:

Proposed resolution

The General Meeting on the basis of Section 3:268 (3) of Act V of 2013 on the Civil Code, approves the remuneration report prepared under the provisions of Act LXVII of 2019 on Encouraging Long-Term Shareholder Engagement and amendments of further regulations for harmonization purposes.

REMUNERATION REPORT OF
MOL HUNGARIAN OIL AND GAS PUBLIC LIMITED COMPANY

about business year 2023

Content

1. INTRODUCTION

MOL Group's profit before tax (PBT) amounted to USD 1.936 billion, a 37% decrease compared to 2022 due to difficult macroeconomic environment, turbulent oil industry, hectic tax policies and government takes. Full-year 2023 Clean CCS EBITDA reached USD 3.1 billion, down 34% compared to 2022 yet exceeding the annual guidance of USD 2.8 billion, demonstrating robust internal performance in the upstream, downstream and consumer services segments despite highly demanding external circumstances.

The Chief Executives' Committee pursues the Strategy2030+ announced in early 2021 with the main targets described in section Management Discussion and Analysis 3.2 Corporate Strategy of the Annual Report.

The Remuneration Policy of MOL Plc. - effective on the day of publication - was adopted on 30 April 2020 by the Board of Directors on behalf of the Annual General Meeting of MOL Plc. - based on the authorization granted by Section 9 (2) of the Government Decree 102/2020. (IV. 10.) - and according to Section 18 of Act LXVII of 2019 on Encouraging Long-Term Shareholder Engagement and amendments of further regulations for harmonization purposes (hereinafter: "SRD act"), it was made available free of charge on the homepage of MOL Plc. The Remuneration Policy of the Company has been applied from the 2021 business year in compliance with Section 29 (3) of the SRD Act. Subsequently, the Remuneration Policy has been amended several times, the most recent amendment has been discussed on the Annual General Meeting on 27 April 2023, which was supported by the Annual General Meeting approvingly.

The Remuneration Policy can be downloaded here. The ultimate aim of the Remuneration Policy is to reward and incentivize the delivery of outstanding results and appropriately align the interests of senior management with those of our shareholders. The main pillars of the Remuneration Policy ensure that the appropriate incentives are in place for the company to deliver outstanding financial and operational results as well as address and respond to longer structural term challenges in line with MOL Group 2030+ strategy.

This Remuneration Report presents the application of the Remuneration Policy for the directors for the financial year 2023 and will be submitted for advisory voting to the Annual General Meeting in April 2024. The Remuneration Report of the previous business year (2022) has been approved without comment by advisory voting by the Annual General Meeting on 27 April 2023.
The following is a detailed description of the remuneration elements as applied in the financial year 2023.

2. BOARD OF DIRECTORS (BOD)

2.1. Members of the BoD

During year 2023:

Members of the BoD	Function	Period
Zsolt Tamás Hernádi	Chairman of the BoD, Chairman – Chief Executive Officer	01/01/2023 – 12/31/2023
Dr. Sándor Csányi	Deputy Chairman of the BoD, Chairman of Corporate Governance and Remuneration Committee	01/01/2023 – 12/31/2023
Dr. György Bacsa	Member of the BoD, Group Strategic Operations and Corporate Development Executive Vice President	01/01/2023 – 12/31/2023
Zsigmond Járai	Member of the BoD, Chairman of the Finance and Risk Management Committee	01/01/2023 – 12/31/2023
Dr. Martin Roman	Member of the BoD	01/01/2023 – 12/31/2023
Dr. János Martonyi	Member of the BoD	01/01/2023 – 12/31/2023
József Molnár	Member of the BoD, Group – Chief Executive Officer	01/01/2023 – 12/31/2023
Dr. László Parragh	Member of the BoD, Chairman of the Sustainable Development Committee	01/01/2023 – 12/31/2023
Anthony Radev	Member of the BoD	01/01/2023 – 12/31/2023
Talal Hamid Said Al-Awfi	Member of the BoD	01/01/2023 – 12/31/2023
JUDr. Oszkár Világi	Member of the BoD, Deputy Chief Executive Officer	01/01/2023 – 12/31/2023

2.2. Main features of the remuneration elements of BoD members

Compensation element	Description	Link to strategy and long-term performance
Fee	The members of the Board of Directors are entitled to the following fixed net remuneration after each Annual General Meeting: • Members of the Board of Directors **25,000 EUR/year** • Chairmen of the Committees **31,250 EUR/year**	Provide a fixed remuneration reflecting the roles and responsibilities of the function as supreme executive body of managing the company. Not subject to automatic adjustment in line with consumer price trends.
Reimbursement	Members of the Board of Directors who are not Hungarian citizens and do not have a permanent address in Hungary are provided with gross **1,500 EUR** for each Board or Committee meeting (maximum 15 times a year) when they travel to Hungary.	The benefits provided to BoD members are in line with those offered for MOL Plc. top management to care for their health, safety and comfort to be most effective in their job. The applied benefits are aligned with market practices in Hungary, as well supporting them with basics in case international background to be able to smoothly manage their duties.
Fringe benefits	• Personal insurances: travel insurance, life- and accident insurance • Health and wellbeing benefits: private, full managerial screening and outpatient care, exclusive inpatient care Travel insurance and inpatient care may cover close relatives of the member of Board of Directors as well.	
Benefits related to international mobility	• Tax advisory • Immigration services	
Share-based remuneration	Share entitlement: • in case of the members of the Board of Directors: **1,600 pieces** of series „A" MOL ordinary shares with a nominal value of HUF 125 per month • in case of the chairman of the Board of Directors: additional **400 pieces** of series „A" MOL ordinary shares with a nominal value of HUF 125 per month If the Chairman is not a non-executive director, the deputy chairman (who is non-executive) is entitled to this extra remuneration (400 pieces/month). The share allowance is provided once a year, within 30 days after the Annual General Meeting closing the given business year. BoD members are requested to retain their shares credited on their securities account according to the following rules: • 1/3 of the shares – no retention obligation • 2/3 of the shares – 1 year retention obligation The retention obligation terminates at the date of the expiration of the mandate.	Ensure the interest in long-term share price growth and to maintain motivation related to the dividend payment. Besides, foster an equity culture by linking payout to share performance.
Cash allowance	The incentive based on share allowance is a net incentive, which means that the Company ensures to pay the taxes, contributions and other payables incurred upon acquisition of the shares in line with the relevant and effective laws. Such cash-based coverage of taxes and contributions does not include any further tax(es) or cost(s) incurred in relation to exercising rights attached to the shares or disposal of the shares (e.g. dividend tax, income tax); these shall be borne by the respective members of the Board of Directors. In line with this, there is a further cash allowance part of the incentive system, the rate of which is the gross value of taxes, contributions and other payables incurred upon acquisition of the shares in line with the relevant and effective laws, including also the tax difference and contributions incurring in the country of tax-residence in case of non-Hungarian members of the Board of Directors.	Ensure the interest in long-term share price growth and to maintain motivation related to the dividend payment. Besides, foster an equity culture by linking payout to share performance.

Pension coverage is provided by the public Hungarian pension contribution system, the employer does not pay any remuneration related to pension.

2.3. BoD members' remuneration

For each member of the BoD, the following overview shows the total remuneration awarded in 2023 financial year based on the remuneration elements listed in 2.2. The remuneration elements for BoD members who are Executive employees are displayed under Section 4.

Annual gross values in HUF

Name	Fixed remuneration				Variable remuneration		Total remuneration awarded (2023)	Proportion of fixed / variable elements
	Fee	Reimbursement	Fringe benefits	Benefits related to international mobility	Share-based remuneration	Cash allowance		
Dr. Sándor Csányi	14,042,279	-	647,145	-	66,936,000	11,812,235	**93,437,659**	16% / 84%
Zsigmond Járai	14,042,279	-	647,145	-	53,548,800	9,449,788	**77,688,012**	19% / 81%
Dr. Martin Roman	14,359,023	1,141,230	775,770	378,394	53,548,800	26,975,711	**97,178,928**	17% / 83%
Dr. János Martonyi	11,233,824	-	647,145	-	53,548,800	9,449,788	**74,879,557**	16% / 84%
Dr. László Parragh	17,948,778	-	775,770	-	53,548,800	26,975,711	**99,249,059**	19% / 81%
Anthony Radev	11,233,824	-	647,145	-	53,548,800	9,449,788	**74,879,557**	16% / 84%
Talal Hamid Said Al-Awfi	14,359,023	565,110	775,770	378,392	53,548,800	26,975,711	**96,602,806**	17% / 83%

The displayed EUR/HUF exchange rate (official MNB exchange rate) is the 2023 annual average regarding the Fee, and the average MOL share price (official BSE share price) of 2023 regarding the Share-based remuneration, both payable in 2024. For the Reimbursement the displayed EUR/HUF exchange rate (official MNB exchange rate) is the one valid on the 15th of each month before the payout (if 15th is not a working day, exchange rate of the day before).

In case of Fringe benefits and Benefits related to international mobility, the cost of the provided services paid by the company to the respective providers for benefits is displayed with the EUR/HUF exchange rate (official MNB exchange rate) of average 2023 where necessary.

In case of Fee the differences between the members of the BoD arise from the different amount of the Fee of the Chairmen of the Committees compared to BoD members and the difference in the social security status of the BoD members. Difference in the social security status of the BoD members is also reflected in the differences of the Cash allowance.

The difference in proportion of the fixed and variable elements compared to the targeted proportions displayed in the Remuneration Policy is due to the different level of MOL share price and the EUR/HUF exchange rate at the date of payment.

In 2023, there were no extraordinary payments awarded to any of the BoD members which were not stipulated in the Remuneration Policy.

Changes compared to previous years

Name	2021		2022		Changes 2022 awarded/ 2021 paid (%)	2023	Changes 2023 awarded/ 2022 paid (%)
	Total remuneration awarded (2021)	Total remuneration paid (2021)	Total remuneration awarded (2022)	Total remuneration paid (2022)		Total remuneration awarded (2023)	
Dr. Sándor Csányi	78,580,864	**82,410,279**	76,722,500	**77,276,663**	- 7%	**93,437,659**	21%
Zsigmond Járai	63,358,006	**65,474,749**	61,311,677	**61,566,545**	-6%	**77,688,012**	26%
Dr. Martin Roman	61,064,017	**80,974,059**	77,248,205	**77,738,356**	-5%	**97,178,928**	25%
Dr. János Martonyi	59,988,457	**62,709,455**	58,434,250	**58,817,721**	-7%	**74,879,557**	27%
Dr. László Parragh	63,358,006	**83,455,375**	78,289,674	**78,615,445**	-6%	**99,249,059**	26%
Anthony Radev	59,988,457	**79,920,789**	74,611,760	**58,931,618**	-7%	**74,879,557**	27%
Talal Hamid Said Al-Awfi	60,526,237	**80,449,824**	75,818,210	**76,308,361**	-6%	**96,602,806**	27%

Notes to changes of year 2022 compared to 2021:

- The total remuneration awarded for 2022 is compared to the total remuneration paid for 2021
- The changes compared to 2021 is due to the changes of 2022 yearly average EUR/HUF exchange rate and MOL share price compared to the level of 2021
- The changes between the total remuneration awarded for 2021 and the total remuneration paid for 2021 in 2022 are due to the changes of 2022 yearly average EUR/HUF exchange rate and share price compared to the level of 2021, furthermore changes in the social security status of some BoD members are also reflected in the changes

Notes to changes of year 2023 compared to 2022:

- The total remuneration awarded for 2023 is compared to the total remuneration paid for 2022
- The changes compared to 2022 is due to the increase of share entitlement related to the share-based remuneration from 01 January 2023 and changes of 2022 yearly average EUR/HUF exchange rate and MOL share price compared to the level of 2022
- The changes between the total remuneration awarded for 2022 and the total remuneration paid for 2022 in 2023 are due to the changes of 2023 yearly average EUR/HUF exchange rate and share price compared to the level of 2022, furthermore change in the social security status of a BoD member is also reflected in the changes

2.4. Development of the remuneration of BoD members and link with company performance and employee remuneration

The following table provides an overview of the development of total remuneration of BoD members and compares this with the development of the economic success of the Company and the development of the average remuneration of the Company's non-executive employees during 2023.

Each year, there might be elections and resignations of BoD members, thus remuneration level cannot be compared from one year to another appropriately, as there might be time-proportionate payouts. Besides, ad-hoc payouts such as reimbursement (in line with the number of attendances) and benefits related to international mobility may vary, furthermore fee of benefit service providers may also vary year to year.

Before the change in 2023 the remuneration of the Board of Directors was reviewed last time in 2015 by the Annual General Meeting. Change in the remuneration elements and policies applied for the BoD members: the Annual General Meeting of 27 April 2023 approved the amendment of the incentive scheme based on share allowance for the Board of Directors from 1 January 2023 as it follows:
- the member of the Board of Directors: 1600 pieces of „A" series of ordinary shares per month
- the chairman of the Board of Directors: 400 additional pieces of „A" series of ordinary shares per month
The other conditions of the incentive scheme based on share allowance and further elements of the remuneration of the members of the Board of Directors shall remain in force.

The ~6.3% decrease of the 2022 awarded remuneration for the BoD members compared to the remuneration paid for 2021 is due to the applied EUR/HUF exchange rate and the applied MOL share price change.

The ~26.3% increase of the 2023 awarded remuneration for the BoD members compared to the remuneration paid for 2022 is due to the increase of share entitlement related to the share-based remuneration from 01 January 2023 (the remuneration elements were reviewed in 2015 last time) and the applied EUR/HUF exchange rate and the applied MOL share price change.

The employee gross annual remuneration increased with a ~20.1% from 2021 to 2022 mostly due to the salary increase ensuring labor market competitiveness, which was implemented at the beginning of 2022 (also impacting increase of other wage elements such as basis of bonus and allowances), mid-year one-off pay actions compensating the economic difficulties of 2022, the high employee bonuses paid in 2022 based on clean CCS EBITDA exceeding the target by 62% after year 2021, and the embedment of the employee bonuses into the base salaries.

The employee gross annual remuneration increased by ~12.5% from 2022 to 2023 which is mainly due to the followings: salary increase ensuring MOL's competitiveness on the labour market (similarly to the base salary increases of previous years, also impacting the base of other wage elements such as allowances); greater recognition of employees' loyalty to the group and the increase of fringe benefits and awards; a mid-year one-off extraordinary payment due to the company's outstanding results in 2022, offsetting the impact of embedment of the non-managerial employee incentive into the annual base salaries; the payment due in 2023 of the managerial short- and long-term incentive programs launched in previous years from the Employee Share Ownership Program due to the favourable share price.

	MOL Group EBITDA % change	Average gross annual remuneration per employee[1] - % change	Average gross annual awarded remuneration per BoD member[2] - % change
from 2021 to 2022*	43%	20.1%	-6.3%
from 2022 to 2023*	-34%	12.5%	26.3%

**Based on Act LXVII of 2019. 29 § (4) the Company fulfils its obligation under 19 § (2) (b) by applying the provision only to remuneration policies already adopted under this Act.*

[1]Average annual gross remuneration per employee represents fixed (such as regular salary, allowances etc.) and variable incomes, bonuses as well as other benefits in kind elements, one-off awards which are stated in Collective Agreement and internal regulations. Headcount was calculated as average closing number of MOL Plc. headcount for each month in the specific year.

[2]The remuneration of BoD members represents also all fixed and variable parts of compensation awarded in respective period. The change of the total remuneration per BoD member awarded is displayed (2022 awarded compared to paid for 2021 and 2023 awarded compared to paid for 2022).

2.5. Additional information

BoD members are not entitled to short-term incentives or any other type of long-term incentives than mentioned above. Furthermore, there is no clawback provision applied, which means MOL is not requesting the return of the share-based remuneration in any case. Retention obligation described in section 2.2.

3. SUPERVISORY BOARD (SB)

3.1. Members of the SB

During year 2023:

Members of the SB	Function	Period
Zoltán Sándor Áldott	Chairman of the SB*	01/01/2023 – 04/11/2023 05/01/2023 – 12/31/2023
Péter Bíró	Member of the SB	05/01/2023 – 12/31/2023
Dr. Lajos Dorkota	Member of the SB	01/01/2023 – 12/31/2023
Norbert Izer	Member of the SB	01/01/2023 – 12/31/2023
Péter Kaderják	Member of the SB	01/01/2023 – 12/31/2023
Bálint Péter Kis	Member of the SB, employee representative	01/01/2023 – 12/31/2023
András Lánczi	Member of the SB	01/01/2023 – 04/11/2023 05/01/2023 – 12/31/2023
Ivan Mikloš	Member of the SB	01/01/2023 – 12/31/2023
Márton István Nagy	Member of the SB	01/01/2023 – 04/30/2023
Dr. Anett Pandurics	Deputy Chairperson of the SB, Chairperson of the Audit Committee	01/01/2023 – 12/31/2023
Dr. Sándor Puskás	Member of the SB, employee representative	01/01/2023 – 12/31/2023
Kálmán Serfőző	Member of the SB, employee representative	01/01/2023 – 12/31/2023
Csaba Szabó	Member of the SB, employee representative	01/01/2023 – 04/11/2023
András Tóth	Member of the SB, employee representative	01/01/2023 – 12/31/2023

**From 01.05.2023 to 15.05.2023. Supervisory Board Member, re-elected as Chairman from 16.05.2023.*

3.2. Main features of the remuneration elements of SB members

Compensation element	Description	Link to strategy and performance
Fee	Members of the Supervisory Board receive **gross EUR 4,000/month until 30.04.2023 and net EUR 4,000/month from 01.05.2023**, while the Chairman of the Supervisory Board receives **gross EUR 6,000/month until 30.04.2023 and net EUR 6,000/month from 01.05.2023**. In addition to this monthly fee, the Chairman of the Supervisory Board is entitled to receive **gross EUR 1,500** for participating in each Board of Directors or Board Committee meeting, up to 15 times per annum. The Chairman of the Audit Committee is entitled to receive **gross EUR 1,500** for participating in each Board Committee meeting, up to 15 times per annum. Besides the monthly remuneration both the Chairman and the members of the Supervisory Board are entitled to receive further **EUR 1,500** for each extraordinary Supervisory Board meeting that is held in addition to the scheduled annual meetings. This remuneration is provided maximum two times a year.	Provide a fixed remuneration reflecting the roles and responsibilities of the function as supreme supervisory body of managing the company. Not subject to automatic adjustment in line with consumer price trends.
Fringe benefits	• Personal insurances: travel insurance, life- and accident insurance • Health and wellbeing benefits: private, full managerial screening and outpatient care, exclusive inpatient care Travel insurance and inpatient care may cover close relatives of SB members as well.	The benefits provided to SB members are in line with those offered for MOL Plc. top management to care for their health, safety, and comfort to be most effective in their job. The applied benefits are aligned with market practices in Hungary, as well supporting them with basics in case international background to be able to smoothly manage their duties.
Benefits related to international mobility	• Tax advisory • Immigration services	

There is no variable pay applied for SB members.

Pension coverage is provided by the public Hungarian pension contribution system, the employer does not pay any remuneration related to pension.

3.3. SB members' remuneration

For each member of the SB, the following overview presents total remuneration in 2023 financial year based on the remuneration elements listed in 3.2.

Other (employee) remuneration of the SB members who are Employee representatives are not displayed, as they have employee job roles as such they are scope of the employee remuneration scheme, which is not scope of Annual General Meeting voting. They are also signing off 75% of their remuneration as SB members each year.

Annual gross values in HUF

Name	Fixed remuneration			Total remuneration (2023)	Proportion of fixed / variable elements
	Fee	Fringe benefits	Benefits related to international mobility		
Zoltán Sándor Áldott	42,788,343	775,770	942,156	44,506,269	100% / 0%
Péter Bíró	18,212,573	532,218		18,744,791	100% / 0%
Dr. Lajos Dorkota	21,713,304	715,463	-	22,428,767	100% / 0%
Norbert Izer	24,516,052	775,770	-	25,291,822	100% / 0%
Péter Kaderják	24,427,837	775,770	-	25,203,607	100% / 0%
Bálint Péter Kis	6,129,011	775,770	-	6,904,781	100% / 0%
András Lánczi	19,508,869	647,145	-	20,156,014	100% / 0%
Ivan Mikloš	23,218,714	647,145	312,516	24,178,375	100% / 0%
Márton István Nagy	6,303,479	243,552	-	6,547,031	100% / 0%
Dr. Anett Pandurics	29,602,237	775,770	-	30,378,007	100% / 0%
Dr. Sándor Puskás	6,107,718	775,770	-	6,883,488	100% / 0%
Kálmán Serfőző	6,129,011	775,770	-	6,904,781	100% / 0%
Csaba Szabó	1,307,339	228,153	-	1,535,492	100% / 0%
András Tóth	6,107,718	775,770	-	6,883,488	100% / 0%

Payout of the fix Fee was managed in each month in 2023 as per section 3.2., displayed with applied EUR/HUF exchange rate (official MNB exchange rate) valid on the 15th of each month before the payout (if 15th is not a working day, exchange rate of the day before).

In case of Fringe benefits and Benefits related to international mobility, the cost of the provided services paid by the company to the respective providers for benefits is displayed with the 2023 average EUR/HUF exchange rate (official MNB exchange rate) where necessary.

In case of Fee the differences between the payouts of members of the Supervisory Board are due to the followings:

- *Different amount in case of Chairman compared to other SB members and employee representitives sign off 75% of their remuneration as SB members each year*
- *Payout are due in HUF for some SB members and in EUR for others. EUR payments are made on the last day of a given month, while HUF payments are made simultaneously with payroll on the first working day of the following month, so the EUR/HUF exchange rate used for the given payments is different in the two cases*
- *Different social security statuses and in one case foreign contributions*
- *Time-proportionate payment in case of pro-rata mandates*
- *The Chairman of the Supervisory Board and the Audit Committee are entitled to receive gross EUR 1,500 for participating in each Board of Directors or Board Committee meeting, this is also part of the Fee*

Changes compared to previous years

Name	Total remuneration (2021)	Total remuneration (2022)	Changes 2022 to 2021 (%)	Total remuneration (2023)	Changes 2023 to 2022 (%)
Zoltán Sándor Áldott	33,693,041	37,693,071	12 %	44,506,269	18 %
Péter Bíró	-	-	-	18,744,791	-
Dr. Lajos Dorkota	9,120,189	19,559,371	114 % *	22,428,767	15 %
Norbert Izer		9,450,307	-	25,291,822	168 % *
Péter Kaderják	12,065,997	19,559,371	62 % *	25,203,607	29 %
Bálint Péter Kis	-	3,324,087	-	6,904,781	108 % *
András Lánczi	18,073,091	19,559,371	8 %	20,156,014	3 %
Ivan Mikloš	17,902,075	19,619,701	10 %	24,178,375	23 %
Márton István Nagy	12,026,594	19,411,489	61 % *	6,547,031	-66 % **
Dr. Anett Pandurics	18,073,091	21,981,136	22%	30,378,007	38 %
Dr. Sándor Puskás	5,149,541	5,494,321	7%	6,883,488	25 %
Kálmán Serfőző	-	3,344,088	-	6,904,781	106 % *
Csaba Szabó	5,149,541	5,494,321	7%	1,535,492	-72 % **
András Tóth	5,149,541	5,494,321	7%	6,883,488	25 %

Notes to changes of year 2022 compared to 2021:

- The increase compared to 2021 is due to the changes of 2022 yearly average exchange rate compared to the level of 2021
- Changes to 2021 are also due to the different number of BoD and its Committees meetings attended during the affected years
- Cases marked with '*': the increase compared to 2021 is due to the pro rata eligibilities for the affected Supervisory Board members for year 2021
- Cases marked with '-': Supervisory Board members have been elected during 2022, so not entitled to remuneration for 2021

Notes to changes of year 2023 compared to 2022:

- The increase compared to 2022 is due to the change of the monthly remuneration of the Supervisory Board members from 1 May 2023
- Changes to 2022 are also due to the changes of 2023 yearly average exchange rate compared to the level of 2022 and the different number of BoD and its Committees meetings attended during the affected years
- Cases marked with '*': the increase compared to 2022 is due to the pro rata eligibilities for the affected Supervisory Board members for year 2022
- Cases marked with '**': the decrease compared to 2022 is due to the pro rata eligibilities for the affected Supervisory Board members for year 2023
- Cases marked with '-': Supervisory Board members have been elected during 2023, so not entitled to remuneration for 2022
- Furthermore changes in the social security status of some Supervisory Board members is also reflected in the changes

3.4. Development of the SB members remuneration and link with company performance and employee remuneration

The following table provides an overview of the total remuneration of SB members and compares this with the development of the economic success of the Company and the development of the average remuneration of the Company's non-executive employees during 2023.

Each year, there might be elections and resignations of SB members, remuneration level cannot be compared from one year to another, as there might be time-proportionate payouts. Besides, ad-hoc payouts such as benefits related to international mobility, payouts related to the extraordinary meetings attended and fee of benefit service providers may also vary year to year.

Before the change in 2023 the remuneration of the Supervisory Board was reviewed last time in 2015 by the Annual General Meeting. The Annual General Meeting of 27 April 2023 approved to amend the fix monthly remuneration of the Chairman of the Supervisory Board from a *gross* amount of EUR 6,000/month to a *net* amount of EUR 6,000/month and the fix monthly remuneration of the members from a *gross* amount of EUR 4,000/month to a *net* amount of EUR 4,000/month from 1 May 2023. Other components of the remuneration of Supervisory Board members remain the same.

The ~6.9% increase in the 2022 remuneration is due to the change of the applied EUR/HUF exchange rate regarding these payouts and the changes in the number of Bod and its Committees meetings attended.

The ~29.8% increase in the 2023 remuneration is due to the change of the monthly remuneration of the Supervisory Board members from 1 May 2023 (the remuneration elements were reviewed in 2015 last time) and the changes in the number of Bod and its Committees meetings attended.

The employee gross annual remuneration increased with a ~20.1% from 2021 to 2022 mostly due to the salary increase ensuring labor market competitiveness, which was implemented at the beginning of 2022 (also impacting increase of other wage elements such as basis of bonus and allowances), mid-year one-off pay actions compensating the economic difficulties of 2022, the high employee bonuses paid in 2022 based on clean CCS EBITDA exceeding the target by 62% after year 2021, and the embedment of the employee bonuses into the salaries.

The employee gross annual remuneration increased by ~12.5% from 2022 to 2023 which is mainly due to the followings: salary increase ensuring MOL's competitiveness on the labour market (similarly to the base salary increases of previous years, also impacting the base of other wage elements such as allowances); greater recognition of employees' loyalty to the group and the increase of fringe benefits and awards; a mid-year one-off extraordinary payment due to the company's outstanding results in 2022, offsetting the impact of embedment of the non-managerial employee incentive into the annual base salaries; the payment due in 2023 of the short- and long-term incentive programs launched in previous years from the Employee Share Ownership Program due to the favourable share price.

	MOL Group EBITDA % change	Average gross annual remuneration per employee[1] - % change	Average gross annual remuneration per SB member [2] - % change
from 2021 to 2022*	43%	20.1%	6.9%
from 2022 to 2023*	-34%	12.5%	29.8%

**Based on Act LXVII of 2019. 29 § (4) the Company fulfils its obligation under Section 19 (2) (b) by applying the provision only to remuneration policies already adopted under this Act.*

[1]Average annual gross remuneration per employee represents fixed (such as regular salary, allowances etc.) and variable incomes, bonuses as well as other benefits in kind elements, one-off awards which are stated in Collective Agreement and internal regulations. Headcount was calculated as average closing number of MOL Plc. headcount for each month in the specific year.

[2]The remuneration of SB members represents also all fixed and variable parts of compensation awarded in respective period. The change of the total remuneration per SB member is displayed.

4. REMUNERATION OF THE EMPLOYEE MEMBERS OF BOARD OF DIRECTORS, CHIEF EXECUTIVE OFFICERS EMPLOYED BY MOL PLC. AND THE DEPUTY CHIEF EXECUTIVE OFFICERS

The following functions belong to this Section (hereinafter referred to collectively also as "Executive employees"):

- Chairman – Chief Executive Officer (C-CEO)
- Group – Chief Executive Officer (G-CEO)
- Group – Deputy Chief Executive Officer (D-CEO)
- Group – Chief Financial Officer (G-CFO)
- Group Strategic Operations and Corporate Development EVP (GSOD EVP)

4.1. Executive employees employed by MOL Plc.

Executive employees	Function	Period under the scope of the report
Zsolt Tamás Hernádi	Chairman – Chief Executive Officer (C-CEO)	01/01/2023 – 12/31/2023
József Molnár	Group – Chief Executive Officer (G-CEO)	01/01/2023 – 12/31/2023
JUDr. Oszkár Világi	Deputy Chief Executive Officer (D-CEO)	01/01/2023 – 12/31/2023
József Farkas Simola	Group – Chief Financial Officer (G-CFO)	01/01/2023 – 12/31/2023
Dr. György Bacsa	Group Strategic Operations and Corporate Development Executive Vice President (GSOD EVP)	01/01/2023 – 12/31/2023

4.2. Main features of the Executive employees' remuneration elements

Compensation element	Description	Link to strategy and performance
Base salary	Salary levels consider the responsibilities, complexity of the job and performance of each executive employee. Salaries are set to remain competitive on the Hungarian and regional labour market, compared with companies with similar profile.	Provides a fixed level of income reflecting the complexity of the roles, responsibilities and performance of the executive employees, and maintain a competitive level of salary for retention reasons.
Fringe benefits	• Personal insurances: travel insurance, life- and accident insurance • Health and wellbeing benefits: private, full managerial screening and outpatient care, exclusive inpatient care Travel insurance and inpatient care covers close relatives of the executive employees as well.	The benefits provided to Executive employees are in line with those offered for MOL Plc. top management to care for their health, safety, and comfort to be most effective in their job. The applied benefits are aligned with market practices in Hungary, as well supporting them with basics in case international background to be able to smoothly manage their duties.
Benefits related to international mobility	• Support of housing, shipment services • International health insurance • Tax advisory services • Immigration services, settling-in allowance • Home leave allowance • Schooling/kindergarten/nursery allowance • Tax reimbursement These benefits might be provided to close relatives of the Executive employees employed by MOL Plc. as well.	
Short-term incentive	Annual short-term incentive is provided to Executive employees, as the given ratio of their yearly base salary. The incentive includes key focus areas in a mix of financial and non-financial KPIs in order to achieve the targets of MOL Group and MOL Plc.	Motivates the participants to achieve annual operative, business and individual performance targets supporting MOL Group and MOL Plc. long-term strategy.
Long-term incentive	The long-term incentive is provided to the top management of MOL Group in order to strengthen long-term retention, motivation and ownership mindset along with improving the financial performance and efficiency of MOL Group in line with corporate principles and long-term strategic objectives.	Promotes performance driven culture on a longer term and enhances that the top management team is aligned with the interests of shareholders.

Pension coverage is provided by the public Hungarian pension contribution system, the employer does not pay any remuneration related to pension.

4.3. Executive employees’ remuneration

For each Executive employee, the following overview shows the total remuneration considered as awarded/paid in 2023 financial year based on the remuneration elements listed in 4.2.

ZSOLT TAMÁS HERNÁDI

As Executive employee:

			Remuneration paid in 2023	
			Entitlement	**In cash equivalent**
Non-performance related fixed remuneration	Base salary		210,599,987 HUF	
	Fringe benefits		775,770 HUF	
	Benefits related to international mobility		-	
Performance related remuneration	Short-term incentive / MRP Short-term Share Ownership Program	2021 Program – 100% MRP STI Program (paid in 2023)	131,813 shares	353,786,092 HUF
(Incentives earned in previous years and paid in 2023 based on previous years’ performance)	Short-term incentive / MRP Short-term Share Ownership Program	2022 Program – 50% Cash bonus (paid in 2023)		150,150,000 HUF
	Long-term incentive	2020 Relative Market Index Based Remuneration	65,723 shares	178,898,006 HUF
	Long-term incentive	2020 Absolute Share Value Based Remuneration	30,621 shares	92,138,589 HUF
		Total remuneration:	**986,348,444 HUF**	
		Proportion of fix / variable:	**21%**	**79%**

As member of Board of Directors:

			Awarded (entitlement for 2023 performance year)	
			Entitlement	**In cash equivalent**
Non-performance related fixed remuneration	Fee		14,359,023 HUF	
	Reimbursement		-	
	Fringe benefits		-	
	Benefits related to international mobility		-	
Performance related remuneration	Share based remuneration		19,200 shares	53,548,800 HUF
	Cash allowance		26,975,711 HUF	
		Total remuneration:	**94,883,534 HUF**	
		Proportion of fix / variable:	**15%**	**85%**

TOTAL:	**1,081,231,978 HUF**

See footnotes below.

JÓZSEF MOLNÁR

As Executive employee:

			Remuneration paid in 2023	
			Entitlement	**In cash equivalent**
Non-performance related fixed remuneration	Base salary		145,799,999 HUF	
	Fringe benefits		647,145 HUF	
	Benefits related to international mobility		-	
Performance related remuneration	Short-term incentive / MRP Short-term Share Ownership Program		-	-
(Incentives earned in previous years and paid in 2023 based on previous years' performance)	Long-term incentive	2020 Relative Market Index Based Remuneration	44,533 shares	121,218,826 HUF
		Total remuneration:	**267,665,970 HUF**	
		Proportion of fix / variable:	**55%**	**45%**

As member of Board of Directors:

			Awarded (entitlement for 2023 performance year)	
			Entitlement	**In cash equivalent**
Non-performance related fixed remuneration	Fee		11,233,824 HUF	
	Reimbursement		-	
	Fringe benefits		-	
	Benefits related to international mobility		-	
Performance related remuneration	Share based remuneration		19,200 shares	53,548,800 HUF
	Cash allowance		9,449,788 HUF	
		Total remuneration:	**74,232,412 HUF**	
		Proportion of fix / variable:	**15%**	**85%**

TOTAL:	**341,898,382 HUF**

See footnotes below

JUDR. OSZKÁR VILÁGI

As Executive employee, from MOL Plc.:

			Remuneration paid in 2023	
			Entitlement	**In cash equivalent**
Non-performance related fixed remuneration	Base salary		137,825,872 HUF	
	Fringe benefits		647,145 HUF	
	Benefits related to international mobility		39,086,409 HUF	
Performance related remuneration	Short-term incentive/ MRP Short-term Share Ownership Program		-	
(Incentives earned in previous years and paid in 2023 based on previous years' performance)	Long-term incentive	2020 Relative Market Index Based Remuneration	70,622,518 HUF	
	Long-term incentive	2020 Absolute Share Value Based Remuneration	36,560,058 HUF	
		Total remuneration:	**284,742,002 HUF**	
		Proportion of fix / variable:	**62%**	**38%**

As member of Board of Directors:

			Awarded (entitlement for 2023 performance year)	
			Entitlement	**In cash equivalent**
Non-performance related fixed remuneration	Fee		11,788,580 HUF	
	Reimbursement		-	
	Fringe benefits		-	
	Benefits related to international mobility		-	
Performance related remuneration	Share based remuneration		19,200 shares	53,548,800 HUF
	Cash allowance		12,560,830 HUF	
		Total remuneration:	**77,898,210 HUF**	
		Proportion of fix / variable:	**15%**	**85%**

As C-CEO, from Slovnaft a.s.:			Remuneration paid in 2023	
			Entitlement	In cash equivalent
Non-performance related fixed remuneration	Base salary		30,204,606 HUF	
	Fringe benefits		2,430,348 HUF	
	Benefits related to international mobility		38,500,560 HUF	
Performance related remuneration				
(Incentives earned in previous years and paid in 2023 based on previous years' performance)	Short-term incentive	2022 program (paid in 2023) – cash bonus	41,577,549 HUF	
		Total remuneration:	**112,713,063 HUF**	
		Proportion of fix / variable:	**63%**	**37%**

JUDr Világi Oszkár's SLOVNAFT,a.s. paid remuneration is in alignment with respective Collective Agreement and employment contract. Fringe benefits cover pension fund contribution, cafeteria and housing allowance.

JUDr. Oszkár Világi receives his remuneration from SLOVNAFT, a.s. in EUR, the EUR/HUF exchange rate used for the values indicated in the table above is the 2023 annual average.

TOTAL:	**475,353,275 HUF**

See footnotes below.

JÓZSEF FARKAS SIMOLA

As Executive employee:

			Remuneration paid in 2023	
			Entitlement	**In cash equivalent**
Non-performance related fixed remuneration	Base salary		76,800,001 HUF	
	Fringe benefits		775,770 HUF	
	Benefits related to international mobility		-	
Performance related remuneration	Short-term incentive / MRP Short-term Share Ownership Program	2021 Program – 100% MRP STI Program (paid in 2023)	45,127 db részvény	121,120,868 HUF
(Incentives earned in previous years and paid in 2023 based on previous years' performance)	Long-term incentive	2020 Relative Market Index Based Remuneration	19,279 db részvény	52,477,438 HUF
		Total remuneration:	**251,174,077 HUF**	
		Proportion of fix / variable:	**31%**	**69%**

TOTAL:	**251,174,077 HUF**

See footnotes below.

DR. GYÖRGY BACSA

As Executive employee:

			Remuneration paid in 2023	
			Entitlement	**In cash equivalent**
Non-performance related fixed remuneration	Base salary		76,800,003 HUF	
	Fringe benefits		775,770 HUF	
	Benefits related to international mobility		-	
Performance related remuneration	Short-term incentive / MRP Short-term Share Ownership Program	2021 Program – 50% MRP STI Program (paid in 2023)	13,339 shares	35,801,876 HUF
(Incentives earned in previous years and paid in 2023 based on previous years' performance)	Short-term incentive / MRP Short-term Share Ownership Program	2022 Program – 50% Cash bonus (paid in 2023)		46,856,300 HUF
	Long-term incentive	2020 Relative Market Index Based Remuneration	14,802 shares	40,291,044 HUF
		Total remuneration:	**200,524,993 HUF**	
		Proportion of fix / variable:	**39%**	**61%**

As member of Board of Directors:

			Awarded (entitlement for 2023 performance year)	
			Entitlement	**In cash equivalent**
Non-performance related fixed remuneration	Fee		14,359,023 HUF	
	Reimbursement		-	
	Fringe benefits		-	
	Benefits related to international mobility		-	
Performance related remuneration	Share based remuneration		19,200 shares	53,548,800 HUF
	Cash allowance		26,975,711 HUF	
		Total remuneration:	**94,883,534 HUF**	
		Proportion of fix / variable:	**15%**	**85%**

TOTAL:	**295,408,527 HUF**

See footnotes below

Footnotes:

Displayed remuneration elements are gross values.

Fringe benefits, benefits related to international mobility: cost of the provided services paid by the company to the respective providers for benefits referred in Section 4.2., applied EUR/HUF exchange rate (official MNB exchange rate) is the average of 2023 where necessary.

Executive employees who are also BoD members entitled to fringe benefits and benefits related to international mobility after one of their positions, hence values of these elements are displayed only once.

Short-term incentives: the remuneration due and paid in 2023 is displayed, after entitlements for year 2021* and 2022**.

* In case short-term bonus assigned to 2021 MRP Short-term Share Ownership Program
** In case of choosing cash bonus for performance year 2022

Name	2021 Short-term incentive		2022 Short-term incentive	
	MRP Short-term Share Ownership Program participation (%) * **-paid in in shares on 17 Jan 2023**	Short-term cash bonus participation (%) *- already paid in 2022*	MRP Short-term Share Ownership Program participation (%) *- payout is due in 2024*	Short-term cash bonus participation (%) **-paid in 2023 with April payroll**
Zsolt Tamás Hernádi	**100%**	0%	50%	**50%**
József Molnár	**0%**	100%	100%	**0%**
Oszkár Világi JUDr.	**0%**	100 %	100%	**0 %**
József Farkas Simola	**100%**	0%	100%	**0%**
György Bacsa Dr.	**50%**	50%	50%	**50%**

** Forint values of cash equivalents are displayed at the average share price valid on the date of the share transfer (HUF 2 684 on 17th January 2023).*

Long-term incentive:

- Relative Market Index Based Remuneration: the remuneration related to the 2020-2022 program was paid out in February 2023. The payout ratio related to the comparative share price index was 99.58%. In case of share transfer Forint values of cash equivalents are displayed at the average share price valid on the date of the share transfer (HUF 2 722 on 20th February 2023).

- Absolute Share Value Based Remuneration: the stock option units from 2020 Absolute Share Value Based Remuneration program have been redeemed by some of the executive employees mentioned below in 2023. Forint values of cash equivalents are displayed at the daily average share price valid on the date of the share transfer. The share transfer related to the redemption of the stock options of Zsolt Tamás Hernádi was realized on the 10th July 2023, the daily average share price on the share transfer was HUF 3 009. The remuneration from stock option redemption was paid to Oszkár Világi JUDr. via June 2023 payroll.

Redemption related to 2020 Absolute Share Value Based Remuneration program was realized in 2023 in case of the Executives below:

Name	Number of stock options	Strike price	Redemption price	Date of redemption	Payout in shares	Cash equivalent in HUF
Zsolt Tamás Hernádi	431.200	2.918 HUF	3.027 HUF	13/06/2023	30,621	92,138,589
Oszkár Világi JUDr.	176.000	2.918 HUF	3.030 HUF	12/06/2023	-	36,560,058

In 2023, there were no extraordinary payments awarded to any of the executive employees which were not stipulated in the Remuneration Policy.
Executive Employees employed by MOL Plc. receive no other remuneration for their positions or memberships in affiliated companies of MOL Group, only JUDr. Oszkár Világi, displayed.

The difference in proportion of the fixed and variable remuneration elements compared to the targeted proportions displayed in the Remuneration Policy are due to the followings:

- In case of performance related remuneration, the number of programs concerned- from which pay-out was due in 2023- can be different as per Executives
    - In case of short-term incentive, the executive employees can decide to assign their yearly short-term incentive to MRP Short-term Share Ownership Program to receive their remuneration in shares or choosing cash-based bonus, the payment schedule is different for the two possibilities as detailed above
    - Related to long-term incentive, the stock option units from 2020 Absolute Share Value Based Remuneration program have been redeemed by only two executive employees as detailed above, regarding all the other executive employees the stock options have been redeemed in 2022
- The targeted proportion related to the incentives is determined by taking into account a 100% performance target, and the current Remuneration Report includes the incentives of previous years resulting in payment in 2023 with performance factors other than the 100% performance target values

Changes compared to previous years

As Executive employees:

Név	Total remuneration (2021)	Total remuneration (2022)	Changes 2022 to 2021 (%)	Total remuneration (2023)	Changes 2023 to 2022 (%)
Zsolt Tamás Hernádi	321,664,661	210,892,771	-34%	986,348,444	368%
József Molnár	202,408,161	425,297,224	110%	267,665,970	-37%
Oszkár Világi JUDr. MOL Nyrt.	192,852,499	298,205,872	55%	284,742,002	-5%
Oszkár Világi JUDr. Slovnaft a.s.	84,005,026	110,045,127	31%	112,713,063	2%
György Bacsa Dr.	1,326,217	125,522,541	N.a*	200,524,993	60%
József Farkas Simola	125,258,925	144,299,831	15%	251,174,077	74%

As member of Board of Directors:

Név	2021		2022		Changes 2022 awarded/ 2021 paid (%)	2023	Changes 2023 awarded/ 2022 paid (%)
	Total remuneration awarded (2021)	Total remuneration paid (2021)	Total remuneration awarded (2022)	Total remuneration paid (2022)		Total remuneration awarded (2023)	
Zsolt Tamás Hernádi	59,146,767	**79,079,098**	73,805,789	**74,295,940**	- 7%	**94,883,534**	28%
József Molnár	46,273,647	**61,867,765**	57,742,176	**58,125,647**	-7%	**74,232,412**	28%
Oszkár Világi JUDr.	48,558,765	**64,922,962**	60,593,642	**60,996,050**	-7%	**77,898,210**	28%
György Bacsa Dr.	1,458,413	**1,949,339**	73,805,789	**74,295,940**	N.a*	**94,883,534**	28%

TOTAL (*As Executive employees + As member of Board of Directors*)

Név	2021		2022		Changes 2022 awarded/ 2021 paid (%)	2023	Changes 2023 awarded/ 2022 paid (%)
	Total remuneration awarded (2021)	Total remuneration paid (2021)	Total remuneration awarded (2022)	Total remuneration paid (2022)		Total remuneration awarded (2023)	
Zsolt Tamás Hernádi	380,811,428	**400,743,759**	284,698,560	**285,188,711**	-29%	**1,081,231,978**	279%
József Molnár	248,681,808	**264,275,926**	483,039,400	**483,422,871**	83%	**341,898,382**	-29%
Oszkár Világi JUDr.	325,416,290	**341,780,486**	468,844,641	**469,247,049**	37%	**475,353,275**	1%
György Bacsa Dr.	2,784,630	**3,275,556**	199,328,330	**199,818,481**	N.a*	**295,408,527**	48%
József Farkas Simola	125,258,925	**125,258,925**	144,299,831	**144,299,831**	15%	**251,174,077**	74%

**Dr. György Bacsa is under the scope of the Remuneration Policy since 23.12.2021 as executive employee, therefore only from 23.12.2021 – 31.12.2021 period of paid payments was displayed for him in 2021 Report.*

Notes to changes of year 2022 compared to 2021:

Remuneration received as Executive employees:

- In case of fringe benefits and benefits related to international mobility the changes to 2021 are due to the change of 2022 yearly average exchange rate compared to the level of 2021
- In case of performance related remuneration, the number of programs concerned- from which pay-out was due in 2022- can be different as per Executives, as shown above in the tables
- Related to short-term incentive paid for 2021 in 2022 the higher amounts compared to previous year's is due to the 162% company payout ratio
- Related to long-term incentive in case of stock option redemption in 2022 the amount of payout related to the Absolute Share Value Based Remuneration is higher than the amount from the payout of 2018 Relative Market Index Based Remuneration in 2021

Remuneration received as member of Board of Directors:

- The total remuneration awarded for 2022 is compared to the total remuneration paid for 2021
- The changes compared to 2021 is due to the changes of 2022 yearly average EUR/HUF exchange rate and MOL share price compared to the level of 2021
- The changes between the total remuneration awarded for 2021 and the total remuneration paid for 2021 in 2022 are due to the changes of 2022 yearly average EUR/HUF exchange rate and share price compared to the level of 2021

Notes to changes of year 2023 compared to 2022:

Remuneration received as Executive employees:

- The base salary increased in 2023 in case of some Executives
- In case of fringe benefits and benefits related to international mobility the changes to 2022 are due to the change of 2023 yearly average exchange rate compared to the level of 2022
- In case of performance related remuneration, the number of programs concerned- from which pay-out was due in 2023- can be different as per Executives, as shown above in the tables
- Related to short-term incentive paid for performance year 2021 and 2022 in 2023 the higher amounts compared to previous years' is due to the 162% company payout ratio related to performance year 2021 and the 175% company payout ratio related to performance year 2022
- Regarding long-term incentive in 2022 the 2019-2021 Relative Market Index Based Remuneration payout ratio was 0 %, so there was no pay-out from this program in 2022. The payout ratio for the 2020-2022 program was 99.58% with payout during February 2023 as shown above in the tables
- Regarding the other long-term incentive program, the year 2020 Absolute Share Value Based Remuneration the stock options have been redeemed by József Molnár, József Farkas Simola and György Bacsa Dr. in 2022 and by Zsolt Tamás Hernádi and Oszkár Világi JUDr. in 2023

Remuneration received as member of Board of Directors:

- The total remuneration awarded for 2023 is compared to the total remuneration paid for 2022
- The changes compared to 2022 is due to the increase of share entitlement related to the share-based remuneration from 01 January 2023 and changes of 2022 yearly average EUR/HUF exchange rate and MOL share price compared to the level of 2022
- The changes between the total remuneration awarded for 2022 and the total remuneration paid for 2022 in 2023 are due to the changes of 2023 yearly average EUR/HUF exchange rate and share price compared to the level of 2022

4.4. Overview of Executive employees remuneration elements and their link to company strategy

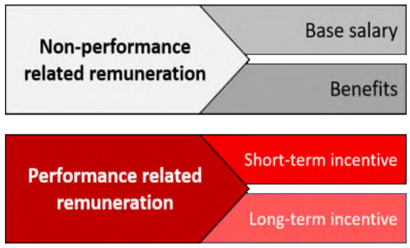
The Executive employees' remuneration mix consists of four key pillars:

Non-performance related elements:

- **Annual Base Salary (BS):** annual amount of the fixed monthly salary
- **Benefits**: Contribute to the employee health and wellbeing to be most effective in their jobs

Performance-related elements:

- **Short-Term Incentive (STI):** annual bonus, based on target achievement
- **Long-Term Incentive (LTI):** promotes performance driven culture on a longer term and enhances the focus on the top management team to be aligned with the interests of shareholders



4.4.1. Non-performance related remuneration

Base salary

The base salary of the executive employees is a fix, monthly payment guaranteed by the employment contract, which reflects the job grade (HAY grade) and the skills and experience level. The employment contracts stipulate payment of the base salary in 12 payments per year.

Benefits

Executive employees receive benefits as followings:

- Personal insurances:
  - Life & accident insurance
  - Travel insurance valid for private trips as well, valid also for jointly travelling family members
- Health and wellbeing benefits:
  - yearly annual managerial screening and full outpatient care at a private health center
  - VIP service for hospitalization, valid for registered family members as well
- Basic health coverage is provided as well under the Hungarian public social security system, covered by the contributions deducted from the gross salary of all employees
- Status car for business and private usage

Executive employees with non-Hungarian permanent residency are entitled for the following benefits:

- Support of housing
- International health insurance
- Shipment services
- Tax advisory services
- Immigration services
- Home leave allowance
- Schooling/kindergarten/nursery allowance
- Settling-in allowance
- Tax reimbursement scheme ensures that the employee has to bear solely the Hungarian tax obligations. All other foreign tax liabilities which may arise on the employment income received from MOL Plc. is covered by the company

These benefits might be provided to close relatives of the Executive employees as well.

4.4.2. Performance related remuneration

Long-term shareholder interests are reflected in performance-related remuneration, which includes both short- and long-term incentives.

4.4.2.1. Details on Short-term incentive (annual bonus)

Description of the short-term incentive (STI)

Aim of the incentive: The aim of MOL Group STI scheme is to motivate the participants to achieve operative, business and individual performance targets which can be reached within a year, and support MOL Group's long-term strategy. In 2023, the Chief Executive Committee's (CEC, covering the C-CEO, G-CEO and D-CEO) and Management Committee's (MC, covering the G-CFO and the GSOD EVP) short-term incentive framework was designed to include key focus areas in a mix of financial and non-financial KPIs in order to achieve the targets of MOL Group.

Structure of the incentive:

- for CEC members (C-CEO, G-CEO, D-CEO): final short-term incentive payout is defined by the multiplication of individual target achievement and the corporate factor unless decided differently by the BoD
- for MC members (G-CFO, GSOD EVP): final short-term incentive payout is defined by the multiplication of individual target achievement, corporate factor and divisional factor of Group Finance organization in case of G-CFO, while divisional factor of the Group Strategy and Organizational Development organization in case of the GSOD EVP

Annual base salary X **Annual target bonus %** X (**50% * Corporate Factor** + **50% * Divisional Factor**) X **Individual Factor** = **Cash bonus**

The rate of the short-term incentive is the given ratio of the base salary of the Executive employees, which is defined by the HAY grade of the given job. The final payment is determined in line with the evaluation of performance of the given manager.

Function	Annual target bonus rate
C-CEO	100%
G-CEO	100%
D-CEO	85%
G-CFO	85%
GSOD EVP	85%

Performance criteria of the annual short-term incentive

The short-term incentive framework was designed to include key focus areas in a mix of financial and non-financial KPIs in order to achieve the targets of MOL Group and MOL Plc. The choice of the performance measures reflects a desire from the Corporate Governance and Remuneration Committee to assess the participants based on a broad range of corporate and divisional measures that mirrors the corporate strategy and its related KPIs.

Financial KPIs: Executive employees' focus is to deliver the MOL Group level EBITDA (which is also the MOL Group corporate target) and other relevant financial indicators defined annually by Group Financial Planning & Reporting. Other relevant financial targets may contain efficiency, investment and cost-related indicators. In 2023, the key focus of the Chief Executives' Committee members was to deliver the EBITDA and free cash-flow targets to achieve the 2030+ strategic targets of MOL Group.

Non-financial KPIs: Safety is a number one Group priority, which is why the Corporate Governance and Remuneration Committee consistently defines divisional SD&HSE (Sustainable Development and Health, Safety and Environment) related performance indicators. Hence in 2023, MOL Group set the fulfillment of Total Recordable Injury Rate (TRIR) as this shows the commitment for conducting safe, sustainable and compliant operations at all times.

For CEC members, the following individual targets were set:

- to further implement the MOL Group 2030+ Strategy and form strategic vision for 2050, special focus on the climate change effects
- focus on and support increasing employee engagement based on the action plans built on the 2022 employee survey, to ensure making MOL Group the best choice of employees along with collaborative culture and employee experience, diversity and inclusion and driving talent management throughout the organisation

- drive further enhancement of the new operational model, reflecting changed market conditions due to post-COVID and Russian-Ukrainian war
- efficient execution of supervisory activities by encouraging constant revision and simplification of governance structure and processes
- promote life-saving rules across MOL Group
- further enhance sustainability aspects of MOL Group operations, efficiency development of the Exploration and Production area in Central European region, transformation of fuels in Downstream and creation of the Circular Economy area in IBS division

For MC members the following individual targets were set:

- to increase efficiency
- implement cost optimizing projects, to realize their division's business strategy, e.g.: strategic portfolio management, decarbonization projects, digitalization projects, developing leadership culture, increase employee engagement and efficient performance and talent management

The applied performance indicators reflect the intention of the Corporate Governance and Remuneration Committee to assess the participants based on a broad range of corporate and divisional measures.

Measurement & validation of the performance metrics: Chief Executives' Committee members' (C-CEO, G-CEO, D-CEO) annual performance is evaluated by the Board of Directors with the prior approval of the Corporate Governance and Remuneration Committee. The performance of the G-CFO and GSOD EVP is evaluated by Chief Executives' Committee with the prior approval of the Corporate Governance and Remuneration Committee. Target achievement of financial KPIs is based on the evaluation of the Financial Planning & Reporting organization.

Executive employees have no deferral period or any clawback provision regarding their short-term incentive.

MRP Short-term Share Ownership Program

The Hungarian tax resident Executive employees employed by MOL Plc. can select a share ownership scheme (with their defined % of their short-term incentive) in each year, which will be operated via a legal entity independent from MOL Plc., called MOL Plc. Employee Share Ownership Program Organization in compliance with the provisions of the so-called Employee Share Ownership Program (Munkavállalói Résztulajdonosi Program, 'MRP') legislation.

Program characteristics:

- Joining the program is voluntary
- 2-years program, payout is due till next year February after the 2 years program period
- The basis of the entitlement is a certain number of shares equal to the short-term incentive entitlement converted to shares with the volume-weighted average of daily MOL Plc. share price of December before the target year. Final payout is based on the overall performance evaluation, consisting of the Corporate, Divisional and Individual payout rates.
- The pre-requisite of paying out the remuneration in shares from MRP is that the MOL Plc. share price at the end of the performance period (the volume-weighted average of daily MOL Plc. share price of December of the 2nd year of the performance period) shall be higher than the volume-weighted average of daily MOL Plc. Share Price of December before the year of the performance period:
  - If the above pre-requisite is met: payout of the remuneration will happen in shares
  - If the above pre-requisite is not met: no payout from MRP, but the original short- term incentive will be paid in cash

Share price pre-requisites related to these programs:

Program	Share price condition
2021 MRP STI program	2,109 HUF (2020 December average MOL share price)
2022 MRP STI program	2,441 HUF (2021 December average MOL share price)
2023 MRP STI program	2,689 HUF (2022 December average MOL share price)

Related to 2021 MRP Short-Term Share Ownership Program, given that the set condition of the share price value was met, the payout was realized via MRP in shares and the share transfer was completed on 17 January 2023. Payout from the 2022 MRP Short-Term Share Ownership Program is due in 2024, and payout from the 2023 MRP Short-Term Share Ownership

Program is due in 2025. The 2023 MRP Short-Term Share Ownership Program initial entitlements - based on participation in the voluntary program - are the followings:

ZSOLT TAMÁS HERNÁDI

Program	Target entitlement	Participation %	Date of possible payout
2023	39,160 shares	50%	2025

JÓZSEF MOLNÁR

Program	Target entitlement	Participation %	Date of possible payout
2023	Not participating in 2023 program		

JUDR. OSZKÁR VILÁGI

Program	Target entitlement	Participation %	Date of possible payout
2023	39,287 shares	100%	2025

JÓZSEF FARKAS SIMOLA

Program	Target entitlement	Participation %	Date of possible payout
2023	24,277 shares	100%	2025

DR. GYÖRGY BACSA

Program	Target entitlement	Participation %	Date of possible payout
2023	12,139 shares	50%	2025

Final entitlement of the 2023 MRP Short-Term Share Ownership Program is based on the Company's 2023 performance (MOL Group EBITDA) - which will be approved by the 2024 Annual General Meeting together with the financial report -, and on the divisional and individual performance, which will be determined after that. Further pre-requisite of MRP payment is employment relationship until the payout and that the average share price of December before the payout is higher than average share price of December before the program started.

4.4.2.2. Details on the Long-term incentive

Restricted Share Plan (RSP) - from 1 January 2021

Aim of the incentive: The purpose of the long-term incentive system is to enhance individual performance to enable future growth of MOL Plc. and MOL Group financial performance and improvement of efficiency by taking into account shareholder interests. As such, both corporate and individual performance is reflected in the incentive.

Structure of the incentive: The Restricted Share Plan is a share-based incentive based on the quantitative/ measurable performance of MOL Group, the individual performance of the manager and the MOL Plc. share price. A new program starts in each year on a rolling scheme with a 3-year performance period. Payments are due in 4th year according to the section below.

Performance criteria & determination of the payout:

- Corporate performance (MOL Group EBITDA) of year 1 is taken into account in the final payout

- Individual performance of year 1 is taken into account in the final payout
- Final payout is corrected with dividend equivalent after year 1 and year 2 to represent a real shareholder position
- The pre-requisite of paying out the Remuneration from MRP is that the MOL Plc. share price at the end of the 3-year performance period (the volume-weighted average of daily MOL Plc. share price of December of the 3rd year of the performance period) shall be higher than the volume-weighted average of daily MOL Plc. share price of December before the year of the performance period
- The RSP is managed and paid out either in shares through MRP program or in cash incentive in line with the provisions set in internal policies in accordance with personal scope: from 2022 MRP program is managed for Hungarian, Croatian and Slovakian tax residents according to the provisions of the MRP Remuneration Policy. In case of cash-settlement the remuneration will be paid in the currency of the payment relevant to the respective Executive Employee

RSP tranches

The first Restricted Share Plan program started in January 2021 with a 3-year performance period. First payments from this program are due in 4th year, in 2024. Base entitlements of the 2023 program:

	Program	Base entitlement	Payout year
Zsolt Tamás Hernádi	2023-2025	120,000 shares	2026
József Molnár	2023-2025	68,800 shares	2026
JUDr. Oszkár Világi	2023-2025	48,000 shares	2026
József Farkas Simola	2023-2025	35,200 shares	2026
Dr. György Bacsa	2023-2025	35,200 shares	2026

Final entitlement is based on the Company's performance (MOL Group clean CCS EBIDTA) only after Year 1 - which is approved by the Annual General Meeting after the first year, together with the financial report - and on the individual performance after Year 1. Further condition is the employment relationship until the payout.

Long-term incentive till 2020

MOL Plc. long-term incentive scheme consisted of two Plans with the following main characteristics.

I. Absolute Share Value Based Remuneration

Aim of the incentive: The purpose of Absolute Share Value Based Remuneration is to enhance the absolute share price of MOL Plc. and MOL Group as a primary shareholder interest. Individual performance is also reflected in the incentive.

Structure of the incentive: The remuneration can be realized as a difference between a past strike price and a selected spot price.

Performance criteria & determination of the payout:

- It starts annually and covers a 4-year period. The incentive period can be split into a 1-year individual performance, and a 3-year company performance period
- During the first two years, the manager cannot access the remuneration. From the third year of the program, the manager can access the remuneration by selecting a redemption date
- The value of the incentive is the difference between the starting (strike) price and the selected spot price for each option unit of the entitlement
- The starting (strike) price is defined before the performance period begins. The starting (strike) price is the volume-weighted average of the daily MOL Plc. share price of the last quarter of the year before the performance period
- The selected spot price is the daily average share price of MOL Plc. shares on the day of redemption. The trading day is freely selected by the Executive Employee however it is limited by applicable insider trading prohibitions
- The share entitlement is defined based on the position grade, but the final share entitlement is based on the individual performance evaluation during the performance period. During the individual performance evaluation, an individual payout percentage (between 0% and 150%) is set which acts as a multiplier of the share entitlement
- The payment of the final entitlement is in shares through MRP program or in cash in line with the provisions set in internal policies in accordance with personal scope: MRP program is managed for Hungarian tax residents based on

the provisions of the MRP Remuneration Policy. In case of non-Hungarian tax residency, the payout is in cash in the currency of the payment relevant to the respective Executive Employee. In case of share allowance the value of the remuneration will be converted to shares based on the 20 trading days average MOL share price preceding the redemption date.

- Dividend equivalent: the final remuneration will be corrected with the value of the dividend per share paid for MOL Plc. shares in the vesting period after the individual performance period, in alignment with the entitlement. The aim of the correction is to correct the long-term incentive with the change of the share price caused by the dividend payment. The dividend equivalent is paid at the redemption
- The final share entitlement is influenced also by the individual payout percentage for the individual performance period:

Individual Payout %	Share number entitlement for the Absolute Share Value Based Remuneration
0%	0%
Between 1% and 149%	Based on individual bonus payout rate
150%	150%

Active program in 2023:

Plan/Year	Starting price	Redemption from	Redemption to
2020 plan	2,918 HUF	01.01.2022	31.12.2023

Stock options can be redeemed if the MOL share price is higher than the starting price. Payments for 2023 are displayed in this Remuneration report above.

II. Relative Market Index Based Remuneration

The program is a 3-year share-based incentive based on MOL Plc. shares relative performance with the following characteristics:

- A new program starts in each year on a rolling scheme with a 3-year performance period. Payments are due after the 3-year performance period in 4th year
- The target is the development of MOL's share price compared to relevant and acknowledged CEE regional and industry specific indices
- Basis of the evaluation is the average difference in MOL's year-on-year (12 months) share price performance in comparison to the benchmark indices. Comparisons are made on a USD basis. There are defined payout ratios which are based on the measured difference in MOL's share price performance compared to the two indices, one representing share price performance of the CEE region, one representing share price performance of the emerging market oil and gas companies, noticed in each year. Final payout ratio is determined by the average of the three years' payout ratios over the performance period
- The expected payout amount is additionally linked to individual short-term performance to establish a link between short-term and long-term performance as well
- The payment of the final entitlement is in shares through MRP program or in cash in line with the provisions set in internal policies in accordance with personal scope: MRP program is managed for Hungarian tax residents based on the provisions of the MRP Remuneration Policy. In case of non-Hungarian tax residency, the payout is in cash in the currency of the payment relevant to the respective Executive Employee

During the selection of the two benchmark indices, relevant regional and industry specific companies were considered to be incorporated to reflect that MOL competes for investors on a regional basis (Central and Eastern Europe) as well as in the global emerging market Oil & Gas sector. By applying these two indices as reference points, it is ensured that MOL Plc.'s incentive system is based on relevant and strategic long-term targets.

Program period	Company performance - comparative share price index			Final payout ratio
	y1	*y2*	*y3*	
2018-2020	12.33%	0%	0%	4.11%
2019-2021	0%	0%	0%	0%
2020-2022	0%	0%	298.74%	99.58%

In 2021, the 2018-2020 Relative Market Index Based Remuneration was paid out. Based on the comparative share price index, the final payout ratio was 4.11%. In 2022 there was no pay-out from this program, as the 2019-2021 Relative Market Index Based Remuneration payout ratio was 0 %. The payout ratio for the 2020-2022 program was 99.58%, payout was completed during February 2023.

Clawback provisions

Executive employees employed by MOL Plc. have no clawback provision regarding their short and long-term incentives.

4.5. Development of the total paid remuneration of Executive employees and link with company performance and employee remuneration

The following table provides an overview of the total remuneration of Executive employees employed by MOL Plc. and compares this with the development of the economic success of the Company and the development of the average remuneration of the Company's non-executive employees and Executive employees during 2022.

The remuneration paid for Executive employees increased from 2021 to 2022. This ~ 28.3 % increase in the paid remuneration is due to the increase of 2022 yearly average exchange rate and share price compared to the level of 2021, the higher corporate factor after 2021 short-term incentive compared to previous year program, the payout schedule of the short-term incentive programs and the higher amount of payout after redemption from the Absolute Share Value Based Remuneration compared to the level of payout from the 2018 Relative Market Index Based Remuneration in 2021.

The remuneration paid for Executive employees increased from 2022 to 2023. This ~ 60 % increase in the paid remuneration is due to the increase of base salaries in 2023, the higher corporate factor after 2021 and 2022 short-term incentive compared to previous years, the payout schedule of the short-term incentive programs and the higher amount of payout related to long-term incentive (in 2022 there was no payout from 2019 Relative Market Index Based Remuneration because of the 0% payout ratio, in 2023 payout was due with a 99.58% payout ratio).

The employee gross annual remuneration increased with a ~20.1% from 2021 to 2022 mostly due to the salary increase ensuring labor market competitiveness, which was implemented at the beginning of 2022 (also impacting increase of other wage elements such as basis of bonus and allowances), mid-year one-off pay actions compensating the economic difficulties of 2022, the high employee bonuses paid in 2022 based on clean CCS EBITDA exceeding the target by 62% after year 2021, and the embedment of the employee bonuses into the salaries.

The employee gross annual remuneration increased by ~12.5% from 2022 to 2023 which is mainly due to the followings: salary increase ensuring MOL's competitiveness on the labour market (similarly to the base salary increases of previous years, also impacting the base of other wage elements such as allowances); greater recognition of employees' loyalty to the group and the increase of fringe benefits and awards; a mid-year one-off extraordinary payment due to the company's outstanding results in 2022, offsetting the impact of embedment of the non-managerial employee incentive into the annual base salaries; the payment due in 2023 of the short- and long-term incentive programs launched in previous years from the Employee Share Ownership Program due to the favourable share price.

	MOL Group EBITDA % change	Average gross annual remuneration per employee[1] - % change	Average gross annual remuneration per executive[2] - % change
from 2021 to 2022*	43%	20.1%	28.3%
from 2022 to 2023*	-34%	12.5%	60.0%

**Based on Act LXVII of 2019. 29 § (4) the Company fulfils its obligation under Section 19 (2) (b) by applying the provision only to remuneration policies already adopted under this Act.*

[1]Average annual gross remuneration per employee represents both fixed (such as regular salary, allowances etc.) and variable incomes, bonuses as well as other benefits in kind elements, one-off awards which are stated in Collective Agreement and internal regulations). Headcount was calculated as average closing number of MOL Plc. headcount for each month in the specific year.

[2]The remuneration of Executive employees represents also all fixed and variable parts of compensation paid in the respective period. The change of the total remuneration per Executive is displayed.

5. PUBLICATION OF THE REPORT

The Company makes this Remuneration Report publicly available on its website free of charge for a period of ten years following the advisory voting of the Annual General Meeting of 25 April 2024.

AGENDA ITEM NO. 9.

Advisory vote on the amended remuneration policy of the Company 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 proposes the following changes in the Remuneration Policy of MOL Plc.

1. The changes approved by the Board of Directors effective from 1 January 2024:
    - Point 4.5. of Article IV: changes of the performance indicators, weghting and calculation method related to the Short term incentive system.
    - Point 5.2. of Article IV: modification on the Short-term Share Ownership Program characteristics, apart from the current elements of the calculation, the final payout is influenced by the ESG factor as well
    - Point 7. of Article IV: modification on the propotion of the remuneration elements of the Executive Directors and also clarification on the determination of ratio for Executive Directors.

2. The amendments – not significant, technical modifications - approved by Board of Directors effective from 1 January 2024:
    - Point 6. of Article I: clarification on General provisions.
    - Point 4. of Article II: clarification on the exchange rate of the proportional share of individual components
    - Point 8.2. of Article IV: clarification on the benefits of the Executive employees employed by MOL Plc.

Based on the above, the Board of Directors submits to the General Meeting the following resolution proposal:

Proposed resolution

The General Meeting, on the basis of Section 3:268 (2) of Act V of 2013 on the Civil Code, approves the amended Remuneration Policy of MOL Plc.

REMUNERATION POLICY OF MOL HUNGARIAN OIL AND GAS PUBLIC LIMITED COMPANY

PREAMBLE

The aim of the remuneration rules set in current Remuneration Policy is:

- to develop a set of rules and principles to govern and implement the remuneration of members of bodies of the public shareholding company, in order to provide a clear and comprehensible overview of the remuneration rules that contribute to the business strategy, long-term interest and sustainability of the public shareholding company;
- to provide a comprehensive overview about the components of the remuneration of members of bodies of the public shareholding company and their proportion, based on defined factors and indicators, as well as to maintain transparency and accountability of the members of bodies of the public shareholding company;
- to serve the long-term interests and sustainability of the public shareholding company, in order to ensure its viability on the regulated market;
- to engage and maintain simple access to remuneration rules for the shareholders of the public shareholding company, and that potential investors and stakeholders are properly informed about the remuneration rules of members of company bodies;
- to provide a clear, understandable and structured overview of the set of remuneration rules of the members of company bodies;
- to motivate shareholders in exercising their rights actively on the long term, regarding the remuneration rules;
- to maintain the transparency of the remuneration processes and enhance the relations between the public company and its investors.

Shareholders within their rights are entitled to assess the adequacy of the remuneration rules of members of the bodies of public shareholding company, and to express their opinion about the remuneration rules of members of bodies, their standards, and about the link between remuneration and performance of individual members of the body of a public shareholding company.

MOL Hungarian Oil and Gas Public Limited Company (hereinafter referred to as: 'the **Company 'or 'MOL**' in accordance with ***Act LXVII of 2019 on encouragement of long-term shareholder engagement and on amendment of certain acts for the purpose of legal harmonization*** (hereinafter referred to as: the **Remuneration Act**) and in accordance with the above purpose, adopts the following principles and rules of remuneration of the Directors of MOL Plc.

ARTICLE I

General provisions

1. The remuneration rules for members of bodies of the public shareholding company MOL Plc. are to lay down the basic principles and conditions of remuneration, including the amount of remuneration and the method of providing compensation to the members of company bodies according to the relevant provisions of Chapter IV. of the Remuneration Act.

2. Members of bodies shall mean the following in the Remuneration Act and in these remuneration rules (hereinafter referred to collectively also as the "Directors"):
   - Member of the Board of Directors of MOL Plc.
   - Member of the Supervisory Board of MOL Plc.
   - Chief executive officer(s) and if such function exists in MOL Plc., the deputy chief executive officer(s) if they are not members of the Board of Directors or the Supervisory Board of MOL Plc.

3. Unless otherwise explicitly stated in this remuneration policy, a member of the Board of Directors shall mean a member of the Board of Directors of MOL Plc., as well as the Chairman of the Board of Directors of MOL Plc., and also the Vice-Chairman of the Board of Directors of MOL Plc.

4. Unless otherwise explicitly stated in this remuneration policy, a member of the Supervisory Board shall mean a member of the Supervisory Board of MOL Plc., as well as the Chairman of the Supervisory Board of MOL Plc., and also the Vice-Chairman of the Supervisory Board of MOL Plc.

5. According to the provisions of Sections 16-18 of the Remuneration Act, the Company shall lay down remuneration rules and the remuneration policy shall be submitted to the General Meeting of the Company for advisory voting. Further details are set out in the Remuneration Act, Hungarian Civil Code, relevant generally binding legal regulations and internal bylaws of the Company.

6. The aim of MOL Plc.'s remuneration system is to provide competitive remuneration package for the Directors and employees to carry out the company's strategy, as remuneration plays an important role in supporting the achievement of **<u>the defined strategic</u>** ~~these~~ goals. Through the design of its incentive schemes, MOL aims to ensure that executive remuneration supports the company's strategic objectives within a framework that closely aligns the interests of Directors to those of the shareholders.
   The key principles of MOL Plc.'s remuneration strategy are the following:
   - Internal fairness in our remuneration plans and levels throughout the Company
   - Labour market competitiveness
   - Pay for company and individual performance that supports MOL Plc.'s short-term objectives and long-term strategy
   - Balanced pay mix of fix and performance related short-term and long-term remuneration elements

ARTICLE II

Conditions of remuneration of a member of the Board of Directors

1. Basic Principles

1.1 The Board of Directors is the supreme management body of MOL Plc. which manages the Company´s business activity and acts on its behalf. The Board of Directors shall have the power to make all decisions related to managing the Company, excluding those decisions which can only be made exclusively by the General Meeting or other corporate body pursuant to laws or the Articles of Association.

1.2. In accordance with these remuneration rules, the remuneration to the members of the Board of Directors of MOL Plc. for the performance of their function as a member of the Board of Directors of MOL Plc. (or for the performance of their function as Chairman of the Board of Directors or as Vice-Chairman of the Board of Directors) and for the performance of their activities for the benefit of the Company is based on engagement relationship in accordance with Section 3:112 of the Civil Code.

1.3. Entitlement to remuneration or to its proportionate part pertains to a member of the Board of Director from the starting date of their function and ceases on the date of termination of the function, regardless of the nature of the reason of ceasing the mandate.

1.4. The remuneration of members of the Board of Directors (including remuneration of the Chairman and the Vice-Chairman of the Board of Directors) consists of fix and share-based components.

1.5 The acceptance of the remuneration and its modification falls to the exclusive competency of the General Meeting of MOL Plc.

2. Fixed component

2.1 The members of the Board of Directors are entitled to the following fixed net remuneration after each Annual General Meeting:

- Members of the Board of Directors 25,000 EUR/year
- Chairmen of the Committees[1] 31,250 EUR/year

2.2 Members of the Board of Directors who are not Hungarian citizens and do not have a permanent address in Hungary are provided with gross 1,500 EUR for each time they travel to Hungary in order to attend Board or Committee meeting (maximum 15 times a year).

2.3 The amount of remuneration of the members of the Board of Directors is paid as per internal bylaws managed by the Human Resources organization.

3. Share based incentive system

As a variable component, the aim of the share-based incentive is to ensure the interest in long-term stock price growth and to maintain motivation related to the dividend payment. To ensure these, a 1-year retention obligation (restraint on alienation) is determined for 2/3 of the shares (the retention obligation terminates at the date of the expiration of the mandate).

The incentive consists of two parts: share allowance and cash allowance related thereto.

3.1 Share allowance

Share entitlement:

[1] Committees in Article II. refer to the Committees of the Board of Directors

- In case of the members of the Board of Directors: 1,600 pieces of series „A" MOL ordinary shares with a nominal value of HUF 125 per month.
- In case of the chairman of the Board of Directors: additional 400 pieces of series „A" MOL ordinary shares with a nominal value of HUF 125 per month.

If the Chairman is not a non-executive director, the deputy chairman (who is non-executive) is entitled to this extra remuneration (400 pieces/month).

The share allowance is provided once a year, within 30 days after the Annual General Meeting closing the given business year.

3.2 Cash allowance

The incentive based on share allowance is a net incentive, which means that the Company ensures to pay the taxes, contributions and other payables incurred upon acquisition of the shares in line with the relevant and effective laws. Such cash-based coverage of taxes and contributions does not include any further tax(es) or cost(s) incurred in relation to exercising rights attached to the shares or disposal of the shares (e.g. dividend tax, income tax); these shall be borne by the respective members of the Board of Directors.

In line with this, there is a further cash allowance part of the incentive system, the rate of which is the gross value of taxes, contributions and other payables incurred upon acquisition of the shares in line with the relevant and effective laws, including also the tax difference and contributions incurring in the country of tax-residence in case of non-Hungarian members of the Board of Directors.

4. Targeted ~~The~~ proportional share of individual components*

The proportional share of remuneration of the Chairman and member of the Board of Directors for the performance of their function is determined as follows**:**

Function	**Fixed component**	**Share allowance (+related cash allowance)**
Chairman of the Board of Directors (in case of Non-Executive)	14%	86%
Chairman of the Board of Directors (in case of Executive)	12%	88%
Member of the Board of Directors	13%	87%
Member of the Board of Directors and as well Chairman of Committee	15%	85%

The proportion might be influenced by the number of BoD and Committee meetings and the member's attendance on them, the share price of MOL and the applicable EUR/HUF exchange rate at the date of payment. Actual tax and contribution liabilities might also influence the proportion.

The ratio of fixed components and share allowance (+related cash allowance) are calculated with the **average EUR/HUF exchange **rate** and **average** share **price** ~~allowance rate~~ of **year** ~~February~~ 2023.*

5. Other benefits provided to the members of the Board of Directors

5.1 Personal insurances

5.2 Health and wellbeing benefits

5.3 Tax advisory

5.4 Immigration services

Benefits in 5.1. – 5.2 points might be provided to close relatives of the member of Board of Directors as well.

6. Optional long-term share-based self-financed investment scheme

In case Special Employee Share Ownership Program('SESOP') is being set up by initiation of employees and in case the Company provides support for the program, the support is provided along the same rules regarding directors, in case they decide to enter.

7. Term of membership of Board of Directors and applicable notice periods

7.1. The General Meeting elects the members of the Board of Directors for a maximum term of 5 years.

7.2. Cases of cessation of the membership of the Board of Directors are regulated by the provisions of the Civil Code and the Articles of Associations of MOL Plc. In case of revocation of a member of the Board of Directors by the General Meeting, the membership of the Board of Directors ceases in accordance with the respective General Meeting resolution. In case of resignation of a member of the Board of Directors, if so required by any vital interest of the Company the resignation shall only take effect upon the delegation or election of a new member of the Board of Directors or failing this on the sixtieth day after the announcement thereof.

8. Description of the basic characteristics of the supplementary pension scheme or the rights related to early retirement

Directors are not entitled to any form of retirement benefit or allowance in connection with early retirement.

9. Conditions for cessation of the membership of Board of Directors and payments related to cessation

A member of the Board of Directors is not entitled to any form of financial compensation that may directly or indirectly relate to the cessation of the membership of the Board of Directors, in particular shall not be entitled to severance pay, remuneration or other form of financial performance that may be causally related to cessation of being a member of the Board of Directors.

10. Description of remuneration of those members of the Board of Directors who are employed in MOL Plc.

Members of the Board of Directors who are employed in MOL Plc., besides their membership of Board of Directors, are entitled for remuneration regarding their employment relationship which is detailed in Article IV.

ARTICLE III

Conditions of remuneration of a member of the Supervisory Board

1. General Provisions

1.1 The Supervisory Board of the Company oversees the performance of the Board of Directors, the execution of the resolutions and decisions of the General Meeting and the Company´s business activities.

1.2 In accordance with these remuneration rules, remuneration is provided to a member of the Supervisory Board of MOL Plc. for the performance of his function as a member of the Supervisory Board of MOL Plc. (or as a Chairman of the Supervisory Board or a Vice-Chairman of the Supervisory Board) and for the performance of their activities for the benefit of the Company is based on engagement relationship in accordance with Section 3:112 of the Civil Code.

1.3 Entitlement to remuneration or to its proportionate part pertains to a member of the Supervisory Board from the starting date of membership and ceases on the date of termination of the membership, to the performance of which the remuneration is linked to, regardless of the nature of the reason of such termination of function.

1.4 The structure of remuneration of members of the Supervisory Board (including remuneration of the Chairman) is set out as a single component and consists solely of one fixed component of remuneration for the performance of mandate within the competence of that body of the Company.

1.5 The acceptance of the remuneration of the members of Supervisory Board and its modification falls to the exclusive competency of the General Meeting of MOL Plc.

2. Fixed component of the total remuneration

2.1 The fixed component of the total remuneration of a member of the Supervisory Board is determined per calendar month as follows:

Members of the Supervisory Board receive net 4,000 EUR/month, while the Chairman receives net 6,000 EUR/month. In addition to this monthly fee, the Chairman of the Supervisory Board is entitled to receive gross 1,500 EUR for participation in each Board of Directors or Board Committee meeting, up to fifteen (15) times per annum. The Deputy Chairman of the Supervisory Board and the Chairman of the Audit Committee is entitled to receive gross 1,500 EUR for participation in each Board Committee meeting, up to fifteen (15) times per annum.

Besides the monthly remuneration both the Chairman of the Supervisory Board and the members are entitled to receive further gross 1,500 EUR for each extraordinary meeting that is held in addition to the scheduled annual meetings. This remuneration is provided maximum two times a year.

3. Variable component of the total remuneration

3.1 MOL Plc. does not allow and does not grant any direct or indirect form of variable remuneration to the members of the Supervisory Board.

4. Description of any allowances and other benefits in any form that may be provided to the members of the Supervisory Board

4.1 Personal insurance

4.2 Health and wellbeing benefits

4.3 Tax advisory

4.4 Immigration services

Benefits in 4.1 – 4.2 points might be provided to close relatives of the member of Supervisory Board as well.

5. Optional long-term self-financed share-based investment scheme

In case Special Employee Share Ownership Program ('SESOP') is being set up by initiation of employees and in case the Company provides support for the program, the support is provided along the same rules regarding directors, in case they decide to enter.

6. Term of membership of Supervisory Board and applicable notice periods

6.1. The General Meeting of the company elects the members of the Supervisory Board for a maximum term of 5 years.

6.2. Cases of cessation of the membership of the Supervisory Board are regulated by the provisions of the Civil Code and the Articles of Associations of MOL Plc. In case of revocation of a member of the Supervisory Board by the General Meeting, the membership of the Supervisory Board ceases in accordance with the respective General Meeting resolution. In case of resignation of a member of the Supervisory Board, if so required by any vital interest of the Company, the resignation shall only take effect upon the delegation or election of a new member of the Supervisory Board or failing this on the sixtieth day after the announcement thereof.

6.3. Employees' representative member of the Supervisory Board shall be revoked by the General Meeting in accordance with the proposal of the Works Council. Membership of Employees' representative member of the Supervisory Board ceases with the cessation of their employment relationship.

7. Description of the basic characteristics of the supplementary pension scheme or the rights related to early retirement

A member of the Supervisory Board is not entitled to any form of retirement benefit or allowance in connection with early retirement.

8. Conditions for cessation of the membership of Supervisory Board and payments related to cessation

A member of the Supervisory Board is not entitled to any form of financial compensation that may directly or indirectly relate to the cessation of the membership of the Supervisory Board, in particular shall not be entitled to severance pay, remuneration or other form of financial performance that may be causally related to cessation of being a member of the Supervisory Board.

ARTICLE IV

Remuneration of the members of board of directors, chief executive officers employed by MOL Plc. and the deputy chief executive officers

1. Employment conditions

1.1 The following functions shall be named under Article IV (hereinafter referred to collectively also as "Executive employees employed by MOL Plc."):

- Chairman – Chief Executive Officer (C-CEO)
- Group – Chief Executive Officer (G-CEO)
- Deputy Chief Executive Officer (D-CEO)
- Group – Chief Financial Officer (G-CFO)
- Group Strategic Operations and Corporate Development Executive Vice President (GSOD EVP)

1.2 Executive employees employed by MOL Plc. have indefinite term of employee contracts.

1.3 The period of notice applicable in the employment contract of Executive employees employed by MOL Plc. is in accordance with the relevant provisions of the Hungarian Labour Code.

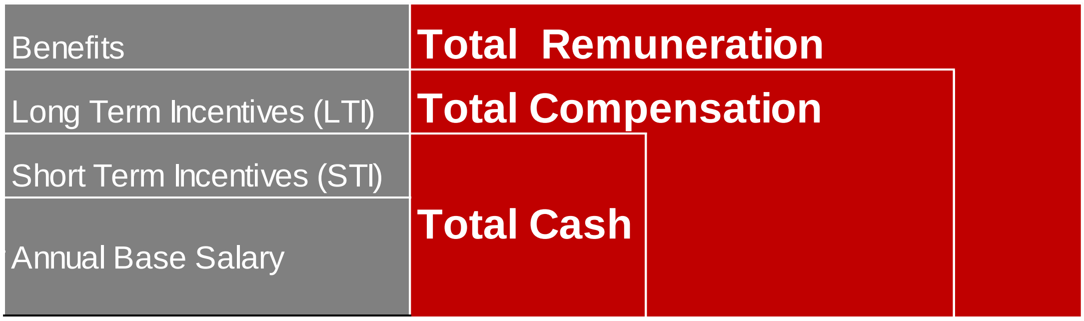
1.4 Besides the applicable notice period, in addition to the severance payment in accordance with legislation, in certain cases of termination specified in their employment contracts, the Executive employees employed by MOL Plc. are entitled to individually defined payments, which shall not exceed 12 months' full-time equivalent absence fee.

2. Remuneration strategy

2.1 MOL Plc. as a MOL Group company applies the international Total Remuneration Principles when structuring the compensation elements as these provide opportunity to recognize performance and competencies.

2.2 The Total Remuneration Matrix lists the major elements of remuneration structure of MOL Plc.:

TOTAL REMUNERATION MATRIX



2.3 The Executive employees employed by MOL Plc.' remuneration mix consists of four key pillars:

- Annual Base Salary (BS): annual amount of the fixed monthly salary
- Short-Term Incentive (STI): annual bonus, based on target achievement
- Long-Term Incentive (LTI): promotes performance driven culture on a longer term and enhances the focus on the top management team to be aligned with the interests of shareholders
- Benefits: contribute to the employee's health and wellbeing to be most effective in their jobs

2.4 Positions are linked to internal grades that are based on HAY levels. These internal grades form the basis of the remuneration structure. The base of the job evaluation is the international HAY methodology.

2.5. The HAY categories of jobs and grade shall be defined by trained HR experts. Three factors are examined during job evaluation: know-how, problem solving and accountability.

2.6 Total Cash ranges are linked to each HAY grade. Pay scale is defined and regularly revised on country level and defines target Total Cash payment for each grade. Base salaries are defined based on this.

3. Annual Base Salary

3.1 Base salary is a fixed, monthly payment guaranteed by the employment contract, which reflects the job grade (Hay grade) and the skills and experience level.

3.2 Base salaries are revised on a regular basis, with the strategic aim to remain competitive on the labour market. Base salary increase for the Executive employees employed by MOL Plc. depends on their performance and their comparatio.

4. Short-term Incentive system

4.1 The aim of MOL Group and MOL Plc. short-term incentive scheme is to motivate the participants to achieve annual operative, business and individual performance targets supporting MOL Group and MOL Plc. long-term strategy.

4.2 The short-term incentive framework was designed to include key focus areas in a mix of financial and non-financial KPIs in order to achieve the targets of MOL Group and MOL Plc. The choice of the performance measures reflects a desire from the Corporate Governance and Remuneration Committee to assess the participants based on a broad range of corporate and divisional measures that mirrors the corporate strategy and its related KPIs.
Executive employees employed by MOL Plc.' focus is to deliver the MOL Group business plan (which is also the MOL Group corporate target) including relevant financial indicators defined annually by Group Financial Planning & Reporting such as the MOL Group EBITDA. Other relevant financial targets may contain efficiency, investment and cost-related indicators.
Executive employees employed by MOL Plc. are also accountable for non-financial targets. Sustainable development, ESG and safety are high priorities within MOL Group and MOL Plc., which is why the Corporate Governance and Remuneration Committee consistently defines sustainable development & health, safety and environment related performance indicators. Non-financial targets may contain company or divisional level key projects, focusing on people and culture.

4.3 The rate of the short-term bonus is the given ratio of the base salary of the Executive employees employed by MOL Plc., which is defined by the HAY grade of the given job. The final payment is determined in line with the evaluation of performance of the given manager.

4.4 Annual performance of C-CEO, G-CEO, D-CEO is evaluated by the Corporate Governance and Remuneration Committee with final approval of the Board of Directors. The performance of the G-CFO and GSOD EVP is evaluated by Chief Executives' Committee with the prior approval of the Corporate Governance and Remuneration Committee. Target achievement of financial KPIs is based on the evaluation of the Financial Planning & Reporting organization.

4.5 Final short-term incentive payout **for C-CEO, D-CEO and G-CEO** is defined by the individual target achievement, the corporate factor **and the group ESG target achievement.** ~~and~~**In addition to the recently mentioned targets, the** divisional factor of Group Finance organization in case of G-CFO, and the divisional factor of Group Strategic Operations and Corporate Development organization in case of GSOD EVP **will influence the bonus calculation**. **When calculating the final amount of the bonus, two multipliers will be relevant: one linked to company performance and comprised of corporate factor with 50% weight, divisional factor with 40% weight and ESG factor with 10% weight, and** ~~the company factor (multiplier) is weighted at 50%, the divisional factors (multipliers) are weighted at 40%, the ESG factor (multiplier) is weighted at 10%, while~~ **second linked to the individual performance** ~~factors (multipliers) are~~**impacting the bonus calculation fully**~~weighted at 100%~~. **In cases of final bonus calculation for C-CEO, G-CEO and D-CEO where divisional factor is not applicable, the ESG factor will have the defined 10% weight while the remaining weight will fully be linked to corporate factor, unless differently decided by Board of Directors' decision.** ~~Corporate and Divisional factors will each influence 50% of the bonus while Individual factor will influence the bonus calculation fully~~

4.6 Executive employees employed by MOL Plc. have no deferral period or any clawback provision regarding their short-term incentive.

5. Short-term Share Ownership Program

5.1 Executive employees employed by MOL Plc. can select instead of their short-term incentive a share ownership scheme in each year, which will be operated via a legal entity independent from MOL Plc., called MOL Plc. Employee Share Ownership Program Organization which in compliance with the provisions of the so-called Employee Share Ownership Program (Munkavállalói Résztulajdonosi Program, 'MRP') legislation.

5.2 Program characteristics:

- Joining the program is voluntary
- The basis of the entitlement is a certain number of shares equal to the short-term incentive entitlement converted to shares with the volume-weighted average of the daily MOL Plc. Share price of December before the target year
- Final payout is based on the overall performance evaluation, consisting of the Corporate, Divisional**, ESG** and Individual payout rates
- Condition for the payment in shares from MRP Organization is that the MOL Plc. share price shall be higher at the end of the performance period than it was at the beginning
- The payment is due in MOL Plc. shares from MRP Organization if share price condition is met. If the share price condition is not met, the payout of the incentive is due in cash in the currency requested by the Executive Employee employed by MOL Plc.

6. Long-term Incentive

The purpose of the long-term incentive system is to enhance individual performance to enable future growth of MOL Plc. and MOL Group financial performance and improvement of efficiency by taking into account shareholder interests.

The long-term incentive of the Executive employees employed by MOL Plc. are managed and paid out in accordance with personal scope and other conditions either through MRP program or in line with the provisions set in internal policies.

MOL Plc. long-term incentive scheme consists of two main elements until 2020, with following main characteristics:

6.1 Absolute Share Value Based Remuneration

The remuneration can be realized as a difference between a starting (strike) price and a selected spot price. The incentive scheme has the following characteristics:

- It started annually and covers a 4-year period. The incentive period can be split into a 1-year individual performance period, and a 3-year company performance period. During the first year of the company performance period the manager cannot access the remuneration. From the third year of the program, the manager can access the remuneration by selecting a redemption date in line with the respective rules.
- The value of the incentive is the difference between the starting (strike) price and a selected spot price for each unit of the entitlement.
- The starting (strike) price is defined before the performance period begins. The starting (strike) price is the volume-weighted average of the daily MOL share price on the Budapest Stock Exchange in the last quarter of the year before the performance period.
- The selected spot price is the daily average share price of MOL shares on the Budapest Stock Exchange on the day of redemption. The trading day is freely selected by the Executive Employee employed by MOL Plc. however it is limited by applicable insider trading prohibitions.
- The share entitlement is defined based on the position grade, but the final share entitlement is based on the individual performance evaluation during the performance period. During the individual performance evaluation, an individual payout percentage (between 0% and 150%) is set which acts as a multiplier of the share entitlement.
- The payment of the entitlement is in shares from MRP Organization or in a form of cash settlement. The value of the remuneration will be converted to shares based on the volume-weighted average of the daily MOL share price of the 20 trading days preceding the redemption date. In case of cash settlement the remuneration will be paid in the currency requested by the Executive Employee employed by MOL Plc.
- Dividend equivalent: the final remuneration will be corrected with the value of the dividend per share paid for MOL Plc. shares in the vesting period after the performance period, in alignment with the entitlement. The aim of the correction is to correct the long-term incentive with the change of the share price caused by the dividend payment. The dividend equivalent is paid at redemption.

The final share entitlement is influenced also by the individual payout percentage for the individual performance period:

Individual Payout %		Share option number entitlement for the Absolute Share Based Remuneration
0%	>	x0%
Between 1% and 149%	>	Based on individual bonus payout rate
150%	>	x150%

6.2 Relative Market Index Based Remuneration

The program is a 3-year share-based incentive based on MOL Plc. shares relative performance with the following characteristics:

- A new program started in each year on a rolling scheme with a 3-year performance period. Payments are due after the 3-year performance period in 4th year.
- The target is the development of MOL's share price compared to relevant and acknowledged CEE regional and industry specific indices.
- Basis of the evaluation is the average difference in MOL's year-on-year (12 months) share price performance in comparison to the benchmark indices. Comparisons are made on a USD basis. There are defined payout ratios which are based on the measured difference in MOL's share price performance compared to the two indices, one representing share price performance of the CEE region, one representing share price performance of the emerging market oil and gas companies, noticed in each year. Final payout ratio is determined by the average of the three years' payout ratios over the performance period.
- The expected payout amount is additionally linked to individual short-term performance to establish a link between short-term and long-term performance as well.

- The remuneration is paid in MOL Plc. shares from MRP Organization or in a form of cash settlement. In case of cash settlement, the remuneration will be paid in the currency requested by the Executive Employee employed by MOL Plc.

6.3. Performance measures of the long-term incentive plans

6.3.1. The choice of the long-term incentive plans is linked to the share price reflecting the Board of Director's strategic priority on reaching continuous and sustainable value creation. Through its long-term incentive schemes, MOL Plc. prioritizes to provide its shareholders with a return on their investment.

6.3.2. During the selection of the two benchmark indices, relevant regional and industry specific companies were considered to be incorporated to reflect that MOL competes for investors on a regional basis (Central and Eastern Europe) as well as in the global emerging market Oil & Gas sector. By applying these two indices as reference points, it is ensured that MOL Plc.'s incentive system is based on relevant and strategic long-term targets.

6.4. Restricted Share Plan (As of 1 January 2021)

The Restricted Share Plan is a share-based incentive based on the quantitative/measurable performance of MOL Group, the individual performance of the manager and the MOL Plc. share price.
Main features of the incentive scheme:

- A new program starts in each year on a rolling scheme with a 3-year performance period. Payments are due in the 4th year.
- Corporate performance – MOL Group EBITDA performance – is evaluated during the performance period.
- Individual performance is evaluated during the performance period.
- Final payout is corrected with dividend equivalent after year 1 and year 2 to represent a real shareholder position.
- The above methodology ensures that both corporate and individual performance is reflected in the final incentive amount.
- The form of the payout is subject to the completion of a share-price condition: prerequisite for the payment in shares from MRP Organization is that the MOL Plc. share price shall be higher at the end of the performance period than it was at the beginning.
- The payment is due in MOL Plc. shares from MRP Organization if share price condition is met. If the share price condition is not met, the payout of the incentive is due in cash in the currency requested by the Executive Employee employed by MOL Plc.

7. Targeted proportion of the remuneration elements of the Executive Directors

The proportional share of individual components of remuneration of the Executive Directors are determined as follows:

Position	Annual Base Salary	Short-term incentive	Long-term incentive*
C-CEO	**28**~~27~~%	**28**~~27~~%	**44**~~46~~%
G-CEO	30%	30%	**40**~~41~~%
D-CEO	**35**~~37~~%	**30**~~31~~%	**35**~~32~~%
G-CFO	**32**~~35~~%	**27**~~30~~%	**41**~~35~~%
GSOD EVP	32%	27%	41%

In case of long-term incentive the ratio of this remuneration element is calculated with the average MOL share price of year 2023.

The ratio related to the annual base salary is determined by the current base salary, the ratio related to the incentives is determined by taking into account a 100% performance target.

*Relative ratios displayed are subject to changes in the remuneration package of the Executive employees employed by MOL Plc **and the development of performance factors related to short and long-term incentives**.*

8. Benefits

8.1. Benefits of the Executive employees employed by MOL Plc. are the following:

8.1.1. Status car for business and private usage

8.1.2 Personal insurances

8.1.3. Health and wellbeing benefits

Benefits in 8.1.2 – 8.1.3 points might be provided to close relatives of the Executive employees employed by MOL Plc. as well.

8.2. Executive employees employed by MOL Plc**. under the scope of international mobility management** ~~with non-Hungarian permanent residency~~**can be**~~are~~ entitled for the following benefits:

- Support for housing**/accommodation**
- International Health insurance
- Shipment services
- Tax advisory services
- Immigration services
- Home Leave Allowance
- Schooling/Kindergarten/Nursery allowance
- Settling-in Allowance
- Tax Reimbursement Scheme ensures that the employee has to bear solely the Hungarian tax obligations. All other foreign tax liabilities which may arise for the Executive Employee employed by MOL Plc. in relation to their MOL Plc. employment is covered by the company.

Benefits in 8.2 might be provided to close relatives of the Executive employees employed by MOL Plc. as well.

8.3. Other cost reimbursements

Executive employees employed by MOL Plc. are entitled to claim refund for their documented travel expenses, documented accommodation costs, meals, other expenditures that have been lawfully incurred in the performance of their activity or for the purpose of performing tasks for the Company.

9. Optional share-based self-financed investment scheme

In case Special Employee Share Ownership Program ('SESOP') is being set up by initiation of employees and in case the Company provides support for the program, the support is provided along the same rules regarding directors, in case they decide to enter.

ARTICLE V

Other essentials of remuneration rules

1. **Description of the decision-making process applied to approve, review and implement remuneration rules, including measures to prevent and resolve conflicts of interest:**

1.1 With regards to the Executive employees employed by MOL Plc.' remuneration, the Executive Employee employed by MOL Plc. concerned shall not be involved in the adoption of the decision which is made pursuant to Article IV. of the present Remuneration Policy. In accordance with the above mentioned, in case of panel decision, if the Executive Employee employed by MOL Plc. is a member of the decision-making panel, that Executive Employee employed by MOL Plc. shall not cast a vote and (s)he shall be disregarded in such decision making when establishing the quorum.

1.2 These remuneration rules have been developed in accordance with the existing remuneration practice providing remuneration in MOL Plc.

1.3 In accordance with Section 3:268 of the Civil Code, these remuneration rules need to be discussed on the General Meeting of the Company for voting but in case of any major change, but at least in every 4 years.

1.4 The Company is required after any change in the remuneration policy to respect the purpose and objectives of these rules. The full version of the remuneration rules must include also all relevant modifications and explanations thereof and the manner of taking into account the votes and diverging views of shareholders presented at the General Meeting on the approved changes and all remuneration reports from the last vote on remuneration rules at the General Meeting.

1.5 In line with the Remuneration Policy, the remuneration rules, basic principles and conditions for members of bodies of the public shareholding company MOL Plc shall be approved by following bodies:

Functions	Proposal	Decision
Member of Board of Directors	Board of Directors	Annual General Meeting of MOL Plc.
Member of Supervisory Board	Board of Directors	Annual General Meeting of MOL Plc.
Chief Executive Committee (Members of Chief Executive Committee are C-CEO, G-CEO and D-CEO)	In case of Chief Executive Officers: Corporate Governance and Remuneration Committee	Board of Directors
	In case of D-CEO: Corporate Governance and Remuneration Committee	Prior information to Board of Directors and approval of the Manager exercising employer rights
Group Chief Financial Officer (G-CFO) and Group Strategic Operations and Corporate Development EVP (GSOD EVP)	Corporate Governance and Remuneration Committee	Prior approval of Chief Executive Committee and approval of the Manager exercising employer rights

Human Resources as process owner is responsible for preparation of the proposal and for the execution.

1.6. Deviation from the Remuneration Policy is only possible in case of remuneration elements stipulated in Article IV, in extraordinary cases, temporarily, in case it is necessary to maintain long-term interests and sustainable operation of the company. In such case, the Remuneration policy is subject to the approval of the Board of Directors with the prior approval of the Corporate Governance and Remuneration Committee and is submitted by Human Resources. The proposal shall include the detailed description and reason of the change.

2 Justification for taking into account wage conditions and working conditions of company employees when preparing and drawing up remuneration rules

2.1 MOL Plc. takes into account employee wage conditions through its consistent Hay grading and pay benchmarks when paying remuneration to Directors regarding all component of remuneration for performance of their functions as Directors.

ARTICLE VI

Final provisions

1. The Company is obliged to pay remuneration to the Directors in a transparent manner, in accordance with the approved remuneration rules of MOL Plc.
2. The Company shall, following the advisory voting of the General Meeting, without undue delay, publish the Remuneration Policy on its website, together with the date and the result of the vote of the General Meeting and the Company will provide free access to Remuneration Policy throughout its term of validity.
3. In accordance with Section 3:268 of the Civil Code, in case of any major change, but at least in every 4 years, the Remuneration Policy shall be put on the agenda of the General Meeting of the Company for advisory voting. Any amendment, other than major change, belongs to the competence of the Board of the Directors.
4. The date of the advisory vote of the General Meeting regarding the present consolidated version of the Remuneration Policy: **25 April 2024** ~~27 April 2023~~, the result of the advisory vote*****:

***Shall be completed following the voting of the General Meeting.**

~~The date of the advisory vote of the General Meeting regarding the present consolidated version of the Remuneration Policy: 27 April 2023, the result of the advisory vote: the Annual General Meeting, on the basis of Section 3:268 (2) of Act V of 2013 on the Civil Code, approved the amended Remuneration Policy of MOL Plc. with 396,998,191 yes votes (91.12%).~~