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 the defined strategic 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 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)	12%	88%
Chairman of the Board of Directors (in case of Executive)	15%	85%
Member of the Board of Directors	15%	85%
Member of the Board of Directors and as well Chairman of Committee	18%	82%

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 of Q1-Q3 of year 2025.*

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 Chief Strategic Officer (G-CSO)

1.2 Executive employees employed by MOL Plc. have indefinite term of employee contracts.

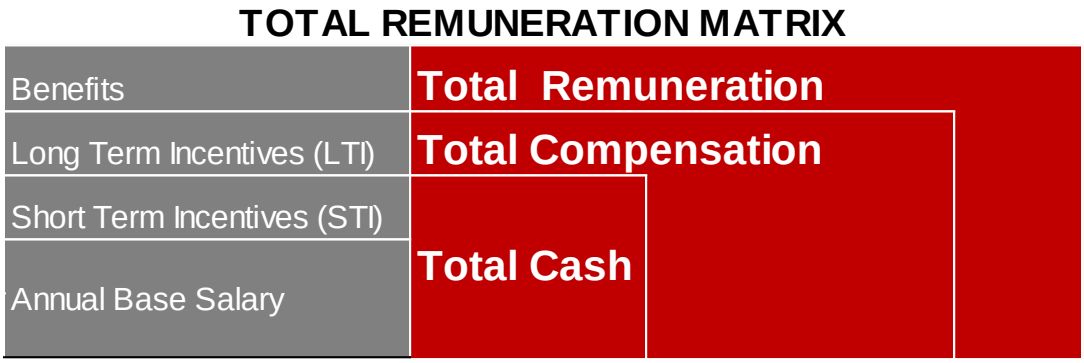
1.3 The period of notice applicable in the employment contract of Executive employees employed by MOL Plc. is in accordance with the relevant provisions of the Hungarian Labour Code.

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.:



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, G-CSO is evaluated by the Corporate Governance and Remuneration Committee with final approval of the Board of Directors. The performance of the G-CFO 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, G-CEO, D-CEO and GCSO is defined by the individual target achievement, the corporate factor and the group ESG target achievement. In addition to the recently mentioned targets, the divisional factor of Group Finance organization in case of G-CFO 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 second linked to the individual performance impacting the bonus calculation fully. In cases of final bonus calculation for C-CEO, G-CEO, D-CEO and GCSO 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.

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	27%	27%	46%
G-CEO	30%	30%	40%
D-CEO	35%	30%	35%
G-CSO	31%	27%	42%
G-CFO	30%	26%	44%

**In case of long-term incentive the ratio of this remuneration element is calculated with the average MOL share price of Q1-Q3 of year 2025.*

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 can be 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.

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. Cost reimbursement

Executive employees employed by MOL Plc. and the persons acting as authorized representatives under the scope of the Remuneration Policy 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.

2. Description of the decision-making process applied to approve, review and implement remuneration rules, including measures to prevent and resolve conflicts of interest:

2.1. 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.

2.2. These remuneration rules have been developed in accordance with the existing remuneration practice providing remuneration in MOL Plc.

2.3. 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.

2.4. 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.

2.5. 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 D-CEO and G-CSO)	In case of Chief Executive Officers: Corporate Governance and Remuneration Committee	Board of Directors
	In case of D-CEO and G-CSO: 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)	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.

2.6. 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.

3. Justification for taking into account wage conditions and working conditions of company employees when preparing and drawing up remuneration rules

3.1. 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: 24 April 2025, 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 426,382,176 yes votes (99.80%).