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## ETHICS MANAGEMENT SYSTEM IN MOL GROUP

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## I. ETHICS MANAGEMENT SYSTEM

### 1. Purpose of the ethics management system

(1) MOL Group has set out in a Code of Ethics and Business Conduct and a Business Partner Code of Ethics [hereinafter: Codes], the rules of conduct that it expects all its employees and contractual partners to comply with. These Regulations are designed to protect the public interest or overriding private interest, and to uphold our commitment to ethical business conduct.

(2) In order to ensure the lawful and ethical operation of MOL Group, the SpeakUp! whistleblower system has been established to report violations of the Codes.

(3) The primary purpose of these Regulations is to present the tasks and responsibilities of the persons and organizations involved in the ethics management system in relations to the SpeakUp! whistleblower system.

(4) Procedures regarding reported breaches of the Codes and the rules of procedure for the Ethics Council, the Group and local Ethics Officer shall be laid down in the Regulation of ethics report management document.

## II. THE ETHICS COUNCIL

### 2. Powers of the Ethics Council

(1) The Ethics Council decides on the assessment of the report and proposal prepared on the basis of the inquiry conclusions of ethics related complaints, as well as on responses to the questions received by the Ethics Council regarding the adherence to the rules and principles of conduct contained in the Codes.

(2) The Ethics Council shall not be limited by or tied to any previous decision by any MOL Group body or organization.

(3) It is not within the competence of the Ethics Council to conduct proceedings related to the enforcement of the law, in particular the Ethics Council does not decide on legal issues or property claims.

(4) The Ethics Council may not interfere with ongoing official or judicial proceedings.

### 3. The role of the Ethics Council

(1) The basic mission of the Ethics Council is to formulate and enforce ethics principles and rules of conduct, to promote coherent interpretation and to operate a whistleblower system within all MOL Group companies in order to accomplish all above mentioned tasks.

(2) The Ethics Council continuously monitors the adherence to the provisions of the Codes, the demands to revise them and decides on their amendment, taking into account the proposals for amendment and additions it receives.

The Ethics Council is responsible for the establishment, continuous monitoring and modification of the ethics management system and the rules on ethics related procedures.

(3) The role of the Ethics Council is to promote compliance with the rules of conduct laid down in the Codes; in the event of a breach to take action to restore ethical operation. In case of suspicion of non-compliance with the values and rules contained in the Codes, it is the task of the Ethics Council to determine whether an ethics violation has occurred, whether anybody is personally responsible and to make recommendations to those authorized to act to restore ethical corporate operations.

(4) The Ethics Council monitors the participation of employees and contractors in ethics education, and through its resolutions promotes the interpretation of the provisions of the Codes in order to implement consistent practice.

(5) The Ethics Council regularly reports to the Supervisory Board and the Board of Directors on the work accomplished, the results of procedures and the ethics questions raised.

#### 4. Composition of the Ethics Council

(1) The Ethics Council may consist of a minimum of 5 and a maximum of 15 members. Its members may be independent experts as well as persons appointed from among the employees of MOL Group member companies.

(2) The permanent employee members of the Ethics Council are the respective:

- Group Chief Financial Officer (GCFO);
- Group E&P EVP;
- Group Downstream EVP;
- Group Consumer Services EVP;
- Group HR SVP;
- MOL Hungary COO;
- Slovnaft a.s. CEO;
- Group Legal Director or Senior Legal Counsel;
- delegated member of the Works Council.

(3) Another member may be a person appointed by the Chairman and CEO of MOL Plc. [hereinafter: Chairman-CEO].

The members and the Chairperson of the Ethics Council are appointed by the Chairman-CEO.

(4) The appointment of the members of the Ethics Council shall be for an indefinite period.

The term of office for the Chairperson of the Ethics Council is 2 years, which can be extended.

(5) Membership of the Council members shall cease in the following cases:

- a) by resignation;
- b) in the case of employee members, upon termination of employment; in the case of permanent members upon change of role, too, automatically;
- c) by recall, which must be justified by the independent expert member or in the case of a recall from the position of Chairperson, by the Chairman-CEO.

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(6) A member may resign at any time by a written declaration addressed to the Chairman-CEO through the Chairperson of the Council.

#### 5. The Chairperson of the Ethics Council

(1) The work of the Ethics Council shall be directed and coordinated by its Chairperson [hereinafter: Chairperson].

(2) The Chairperson may not be instructed in the performance of their duties.

(3) The Chairperson shall in particular:

- a) oversee the impartial conduct of ethics related procedures;
- b) approve reports and draft decisions prior to submission to the Ethics Council;
- c) represents MOL Group's ethics values and ethical business culture in external and internal communication;
- d) supervises the processes of promoting and educating the rules of conduct laid down in the Codes;
- e) reports to the Chairman-CEO, the Board of Directors and the Supervisory Board on the activities of the Ethics Council and on trends in the ethics culture of MOL Group.

(4) The Chairperson shall assist in the efficient and progressive conduct of inquiries and may, where appropriate, take part in the investigation of reports.

(5) The Chairperson may, in duly justified cases, bring an individual case to attend.

### III. OTHER PERSONS AND ORGANIZATIONS PARTICIPATING IN ETHICS MANAGEMENT

#### 6. The Preparatory Committee

(1) The Ethics Council operates a narrower body, the so-called Preparatory Committee consisting of the Chairperson, the Group Chief Financial Officer, the Group Consumer Services EVP and the Group HR SVP.

(2) The Preparatory Committee shall perform preparatory, advisory and decision-making tasks in relation to ethics related procedures.

#### 7. Group Ethics Officer

(1) The Chairperson, the Preparatory Committee and the Ethics Council shall be assisted in their operational work by a Group Ethics Officer. The Group Ethics Officer's tasks are in particular:

- a) operate the unified whistleblower system, receive ethics related issues and reports;

- b) in case of an ethics report filed, perform the tasks necessary to clarify the facts, conduct ethics related inquiries, prepare and monitor reports and draft decisions, and ensure follow-up of the measures taken;
- c) carry out or coordinate the preliminary investigation of the reports received, refer non-ethics related matters to be investigated or take appropriate action as necessary;
- d) conduct investigation of merits, prepare a report and propose decisions for the Preparatory Committee and the Ethics Council to make;
- e) monitor inquiries into ethics report issues falling under the competence of other departments;
- f) decide in their sole discretion to transfer issues without conducting an ethics review, that are clearly specific matters pertaining to a specialty field, and inform the Chairperson of such decisions;
- g) participate in ethics management by coordinating the local Ethics Officers and managing the monitoring and reporting processes related to the operation of the ethics management system;
- h) answer questions of ethics, assist in resolving emerging ethical questions, and may, when asked, initiate to issue an ethics resolution;
- i) coordinate the undertaking of ethics education at group level;
- j) coordinate ethics communication campaigns at group level;
- k) coordinate the fulfilment of group level reporting obligations on issues of ethics;
- l) report on their activities to the Ethics Council and the Preparatory Committee;
- m) in case of amendments, prepare the wording of the Codes and Procedures of the Ethics Council.

(2) All MOL Group employees are obliged to cooperate with the Group Ethics Officer in order to the Officer to perform their duties, obtain information and support procedures.

The Group Ethics Officer may participate in the meetings of the Ethics Council in a consultative capacity.

## 8. Local Ethics Officer

(1) The Ethics Council and the Group Ethics Officer is supported by local Ethics Officers at individual MOL Group companies (including the parent company) in order to fulfil their tasks.

(2) All companies in which MOL Group has a controlling interest and which have a headcount of more than 20 employees are required to appoint a local Ethics Officer.

(3) The local Ethics Officer shall be appointed by the CEO of each individual MOL Group company, who shall inform the Group Ethics Officer accordingly. The local Ethics Officer must be an employee of the given company.

(4) The tasks of local Ethics Officers are in particular:

- a) assist in the operation of the ethics management system and may receive ethics related issues and complaints;

- b) inform the Group Ethics Officer without delay of any ethics related complaints and issues they may receive;
- c) investigate ethics reports concerning the given Group member organization, as well as generally support the work of the Group Ethics Officer in investigating ethics reports;
- d) coordinate the local communication of ethical standards and ethics education;
- e) support ethics auditing;
- f) provide data to the ethics monitoring system, report on their activities to the Ethics Council through the Group Ethics Officer.

(5) The local Ethics Officer shall not be instructed in this capacity by their employer or the chief executive officer of the company.

#### IV. FUNCTIONING OF THE ETHICS COUNCIL

##### 9. Meetings of the Ethics Council

(1) The Ethics Council shall function and take decisions as a body.

(2) The Ethics Council shall meet as necessary, but at least once a calendar year.

(3) Meetings shall be prepared by the Group Ethics Officer under the guidance of the Chairperson of the Ethics Council, who shall send out invitations by a date agreed in advance or as set by the Chairperson, to be received by the members at least 5 days before the meeting.

(4) A meeting of the Ethics Council has a quorum if more than half of its members are present. If it is established that there is no quorum at the first convening, the Ethics Council shall be reconvened within 48 hours. All members must be notified of the date of the repeat meeting no later than 24 hours before the beginning of the repeat meeting in writing (letter, e-mail) or through other fixed IT or telecommunication channels (application).

(5) If a member is not present in person at a meeting of the Ethics Council, but the absent member attends the full meeting by telephone or video conference, the absent member shall be deemed to have been present at the meeting of the Ethics Council. The fact of participation by telephone or video conference shall be recorded in the minutes.

(6) The meeting shall be led by the Chairperson of the Ethics Council or, in case he/she is prevented from attending, by a member of the Ethics Council appointed by him/her. The Chairperson of the meeting shall set the agenda and ensure that the hearing is held within the appropriate framework.

(7) If the meeting of the Ethics Council cannot be convened due to the urgency of the matter or it is not necessary due to its nature, it is possible to request written comments from the members by electronic means or in writing (by letter, e-mail) or to conduct a voting procedure in writing or by other recorded IT or telecommunication channels (application), if setting a common deadline. The invitation to vote shall be sent to the members by the Chairperson of the Ethics Council along with the relevant documents and the deadline for voting, or, in the event he/she is prevented from attending by the Group Ethics Officer, based on the instructions of the Ethics Council member designated by the Chairperson. The time available for voting

may not be shorter than 5 days, a longer time limit may only be granted in particularly justified cases - e.g. the complexity of the issue, the large number of decisions to be made - but should not exceed 10 days.

(8) A member who fails to meet the deadline for voting shall be deemed to be abstaining.

(9) The Chairperson of the Ethics Council may also convene a special session. The Chairperson of the Ethics Council is obliged to convene a special session if at least 2 members of the Ethics Council request it in writing (by letter, e-mail) along with reasons submitted. The invitation to the special session shall be sent by the Group Ethics Officer with the proposal attached, so that the members receive it at least 3 days prior to the meeting. In duly justified cases or where urgent action is required, a special session may also be convened within 24 hours.

(10) The official language of the Ethics Council is English.

(11) The Ethics Council takes its decisions (decision or resolution) with the consent of more than half of the members voting.

(12) Minutes shall be taken of the meetings of the Ethics Council and the votes of the absent members. The minutes shall be drawn up in printed or authentic electronic form within 8 days of the meeting. The minutes shall be authenticated by the Chairperson of the meeting and the member appointed to do so by the Ethics Council at the meeting. Minority or dissenting opinions shall be attached to the minutes. The certified minutes shall be made available in electronic form only through the intranet site available to the members of the Ethics Council and the Group Ethics Officer.

## V. PROCEDURE IN CASE OF ETHICAL QUESTION

### 10. Raising an ethical question

(1) Anyone may raise a question to individuals or organizations involved in the ethics management if they feel it is necessary for the interpretation of the Codes or for the ethical assessment of a situation. Questions can be asked through the channels listed in the Codes.

(2) During the processing of the questions and the pre-answer consultation, all participants are obliged to respect the privacy rights of the questioner or any of the persons concerned, in particular their rights to the protection of their personal data. For the processing of the personal data of the questioner or the persons involved in the question, the data protection rules set out in point 5 of the Regulation of Ethics Reports Management in MOL Group document apply, they may be transferred to a person other than the organizations and officers specified in Chapter II and III of this Regulation only to the extent strictly necessary to respond to the question.

(3) All questions received by telephone or in person must be recorded in writing. If a question is raised to the Ethics Council, directly to its Chairperson or any of its members or to a local Ethics Officer, it shall immediately be forwarded to the Group Ethics Officer.

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- (4) The questioner is provided with the necessary information in writing by the Group Ethics Officer or on his instructions by the competent local Ethics Officer.
- (5) The Group Ethics Officer will examine the issue and if necessary, consult with experts. Within 15 days of receiving the question, the proposed answer shall be sent to the Chairperson of the Ethics Council.
- (6) If justified by the nature of the matter, the Chairperson of the Ethics Council may propose a resolution. In the case of minor issues, the Preparatory Committee, in all other cases the Ethics Council issues a resolution.
- (7) An anonymised decision may also be made public in the context of a resolution issued by the Council in connection with a specific ethics report.
- (8) The resolutions of the Preparatory Committee and the Ethics Council are public, stipulating that the deletion of personal data must be ensured in all cases.

## VI. FINAL PROVISIONS

### 11. Registry of documents of the Ethics Council meetings

The minutes of the meetings and votes of the Ethics Council, which exclude personal data, shall be kept for 3 years.