

**Remuneration paid in 2015 to members of the Board of Directors after the 2014 business year  
and to the members of the Supervisory Board after the 2015 business year  
as cash and non-cash benefit**

	<b>Members of the Board of Directors</b>	<b>Fix remuneration (gross, HUF)</b>	<b>Share allowance (Nr of shares)</b>	<b>Cash allowance related to share allowance</b>	<b>Comment</b>
1	Zsolt Hernádi	11 048 507	1200	9 000 430	
2	Dr. Sándor Csányi	13 810 634	1500	11 250 537	
3	József Molnár	11 048 507	1200	9 000 430	
4	Zsigmond Járai	12 764 395	1200	9 000 430	
5	Dr. László Parragh	12 764 395	1200	9 000 430	
6	Dr. Martin Roman	13 619 381	1200	5 640 023	
7	Dr. Oszkár Világi	8 812 500	1200	3 480 686	
8	Dr. Anthony Radev	7 446 391	809	6 067 790	Elected by the Annual General Meeting as member of the Board of Directors from 30 April, 2014
9	Dr. Anwar Al Kharusi	15 343 081	809	6 067 790	Elected by the Annual General Meeting as member of the Board of Directors from 30 April, 2014
10	Dr. János Martonyi	5 569 659	605	4 537 717	Elected by the Annual General Meeting as member of the Board of Directors from 1 July, 2014
11	Dr. Miklós Dobák	4 502 645	391	2 932 640	His mandate as member of the Board of Directors expired on 29 April, 2014
12	Dr. Gábor Horváth	1 664 844	181	1 357 565	His mandate as member of the Board of Directors expired on 24 February, 2014
13	Al-Jarf Mulham	3 602 116	391	2 932 640	He resigned from his position as member of the Board of Directors effective from 29 April, 2014
14	Iain Paterson	2 534 965	181	2 255 067	His mandate as member of the Board of Directors expired on 24 February, 2014
	<b>Sum BoD</b>	<b>124 532 020</b>	<b>12 067</b>	<b>82 524 175</b>	

	<b>Members of the Supervisory Board</b>	<b>Fix remuneration (gross, HUF)</b>	<b>Comment</b>
1	György Mosonyi	23 580 520	
2	Dr. Attila Chikán	17 370 840	
3	John I. Charody	13 657 740	
4	Slavomír Hatina	13 657 740	
5	Dr. Sc. Zarko Primorac	13 657 740	
6	Dr. Sándor Puskás	6 828 870	
7	Andrea Hegedűs	6 828 870	
8	Attila Juhász	6 828 870	
9	Dr. Norbert Szivek	9 970 680	Elected by the Annual General Meeting as member of the Supervisory Board from 29 April, 2015
10	István Töröcskei	3 687 060	His mandate as member of the Supervisory Board expired on 28 April, 2015
	<b>Sum (SB)</b>	<b>116 068 930</b>	

*Note:* Amounts paid to the members are not the same because of the different applicable conditions of taxation, in addition to the consequences of the above provisions.

### Fixed remuneration of the members of the Board of Directors

As of January 1, 2009, the members of the Board of Directors have been entitled to the following fixed net remuneration after each AGM:

Members of the Board of Directors	<b>25,000 EUR/year</b>
Chairmen of the Committees	<b>31,250 EUR/year</b>

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) when they travel to Hungary.

### Incentive based on share allowance

From January 2012 the incentive based on share allowances has been launched as long-term incentive for the members of the Board of Directors.

The aim of the new share based incentive is to ensure the interest of the long-term stock price growth and maintain motivation in addition to the dividend payment for which 1 year retention obligation (restraint on alienation) has been also 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.

#### Share allowance

Number of shares in 2014:

in case of the Members of the Board of Directors	100 pieces of „A” series of MOL ordinary shares per month
in case of the Chairman of the Board of Directors	additional 25 pieces of „A” series of MOL ordinary shares per month

(If the Chairman is not a non-executive director, the deputy chairman (who is non-executive) is entitled to this remuneration (25 pieces/month).

The share allowance is provided once a year, within 30 days after the Annual General Meeting closing the given business year.

#### 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 with 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 these, there is a cash allowance part of the incentive system. Rate of the cash allowance 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.

### Remuneration of the members of the Supervisory Board

Until May 1, 2015 the members of the Supervisory Board received remuneration of **EUR gross 3,000/month**, while the Chairman of the Supervisory Board received remuneration of **EUR gross 4,000/month**. From May 1, 2015 members receive **EUR gross 4,000/month**, while the Chairman receives **EUR gross 6,000/month**. In addition to this monthly fee, the Chairman of the Supervisory Board is entitled to receive gross **EUR 1,500** for participation 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 participation in Board Committee meeting, up to 15 times per annum.

Besides the monthly remuneration the both Chairman of the Supervisory Board and the members are entitled to receive further **EUR 1,500** for each extraordinary meeting that is held in addition to the scheduled annual meetings. This remuneration is provided maximum two times a year.

The employee representatives of the Supervisory Board signed away half of their remuneration.

The members of the Board of Directors and the Supervisory Board are entitled to receive **further non-financial benefits\***, including life&accident (82 000 HUF/person/year), travel (14 000 HUF/person/year) insurance.

Besides, as a non-financial benefit an annual health screening (84 000 HUF/person/year) and an exclusive healthcare package (350 000 HUF/person/year) is available for the members of the Board of Directors and the Supervisory Board.

\* Rounded to 1000 HUF (In case of EUR, calculated based on January 5, 2015 exchange rate; source: [www.mnb.hu](http://www.mnb.hu))