

Budapest, 22 December 2021

### **Resolutions of the Extraordinary General Meeting of MOL Plc. held on 22 December 2021**

MOL Hungarian Oil and Gas Public Limited Company held its Extraordinary General Meeting (EGM) on 22 December 2021. The EGM had a quorum as shareholders representing 56.46% of the shares entitled to vote appeared at the EGM. The EGM adopted the following resolutions (the resolutions will be submitted to the Court of Registry following the completion of the Minutes within 30 days after the EGM).

- The EGM approved with 444,825,807 yes votes (100.00%) the electronic voting technique.
  
- The EGM approved with 444,825,807 yes votes (100.00%) the election of the keeper of the Minutes, the authenticator of the Minutes and the counters of the votes in line with the proposal of the Chairman of the Extraordinary General Meeting.
  
- The EGM approved the following resolution with 444,825,807 yes votes (100.00%):
  1. The General Meeting decides that, subject to the conditions specified in point 2, MOL Plc. sells its treasury shares up to a value of HUF 180 billion, – as outlined in the formula stated in the advisory opinion of Deloitte Advisory and Management Consulting Plc. dated 25 November 2021 – on a purchase price, which is 5.9% lower than the volume-weighted average price one day before the closing of the transaction (“Purchase Price”) in exchange-traded or over-the-counter (OTC) transaction to one or more Special Employee Share Ownership Program (“SESOP”) Organizations whose establishment was initiated by the employees of MOL Plc. in accordance with article 24/M of Act XLIV of 1992 until the date of the present resolution of the General Meeting.
  2. The condition for the sale of treasury shares as defined in point 1 is that
    - a. the SESOP Organization concerned should be registered with the court by the date of sale,
    - b. the coverage of the Purchase Price calculated in accordance with point 1 shall be available to the SESOP Organization concerned on the date of sale for all treasury shares to be purchased; the SESOP Organization concerned must prove the coverage of the Purchase Price with a bank account statement,
    - c. the Purchase Price shall be paid via bank transfer to the bank account provided by MOL Plc. within 3 (three) working days after the conclusion of the transaction.
  3. The General Meeting authorizes the Board of Directors to conclude the share sale and purchase agreements with the SESOP Organizations in compliance with points 1. and 2. The

present authorization shall remain in force until the day of the General Meeting approving MOL Plc.'s 2021 financial statements.

- The EGM approved the following resolution with 444,825,807 yes votes (100.00%):

1. The General Meeting decides that MOL Plc., without the obligation to repay, shall take over the establishment costs up to HUF 350 million net of those Special Employee Share Ownership Program ("SESOP") Organizations, the establishment of which has already been initiated by the entitled employees of the Company according to the Act XLIV of 1992 on Employee Share Ownership Program ("ESOP Act") by the date of the present resolution. This amount may be used to pay for or reimburse any related costs incurred during the establishment, including the costs of establishing a trust fund for the fiduciary management of members' shares in SESOP organizations, including the assumption of or the reimbursement of a minimum of HUF 10 million net contribution to the trust.
2. The General Meeting decides that MOL Plc. – under the terms and conditions specified below – shall provide support ("SESOP support") to cover financing and operating costs and expenditures, once a year, without any repayment obligation, each time all together in the amount of HUF 4.5 billion net for those SESOP Organizations and the trust fund for the fiduciary management of members' shares in SESOP organizations, which were initiated by the employees of MOL Plc. under Article 24/M of ESOP Act until the date of the present General Meeting resolution, in case until the day of the General Meeting approving MOL Plc.'s 2021 financial statements at the latest, MOL "A" series ordinary shares worth HUF 180 billion will be acquired by SESOP organizations at the value calculated upon purchase price.
  - 2.1. The condition for the SESOP Support in the given year is that the Annual General Meeting of MOL Plc. has made decision in the given business year to pay dividend with the approval of the financial statements of the preceding business year.
  - 2.2. The SESOP Support shall be given to the SESOP Organizations from the first business year after their court registration following the adoption of this resolution and shall be given in every business year until the closing General Meeting of the SESOP Organizations, in case the condition set forth in point 2.1 is met.
  - 2.3. The deadline for the payment of the SESOP Support is 30 days after the date of the MOL Plc. Annual General Meeting of the given year.
  - 2.4. The SESOP Support shall be paid via bank transfer to the bank account provided by the SESOP organizations.
  - 2.5. In case until the day of the General Meeting approving of MOL 2021 financial statements, SESOP Organizations acquire MOL "A" series ordinary shares worth less than HUF 180 billion calculated upon the purchase price, the amount of SESOP Support shall be decreased proportionately.

The Board of Directors shall responsible for the implementation of the present resolution.

The present Resolution enters into force as of 1 January 2022.

- The EGM approved the following resolution with 444,825,807 yes votes (100.00%):

The General Meeting elects PricewaterhouseCoopers Auditing Ltd.-t (1055 Budapest, Bajcsy-Zsilinszky street 78.) to be the statutory auditor of MOL Plc. for the financial year 2022, from the

day following the date of the General Meeting approving the 2021 financial statements until the Annual General Meeting to be held in 2023, but until 30 April 2023 the latest.

The General Meeting determines the remuneration of the auditor for auditing MOL Plc. in the financial year 2022 to be HUF 85 million plus VAT.

The auditor personally responsible appointed by PricewaterhouseCoopers Auditing Ltd. is Zoltán Bárdy (registration number: MKVK-007346), in case of his incapacity he shall be substituted by Árpád Balázs (registration number: MKVK-006931).

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

Scope of the contract:

Audit of the 2022 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).

Billing and settlement:

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.

Term of the contract:

From the day following the date of the General Meeting approving the 2021 financial statements until the date of the Annual General Meeting closing the financial year 2022, but until 30 April 2023 the latest.

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

- The EGM approved the following resolution with 444,825,807 yes votes (100.00%):

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. by clarification of Point 2.2. and supplementing Point 6 of Article II, supplementing Point 5 of Article III, modifying Point 1 and 7 and supplementing Point 9 of Article IV, and modifying Point 1.5 in Article V.

- The EGM elects with 416,415,969 yes votes (93.61%) dr. György Bacsa as member of the Board of Directors from the day following the adoption of this resolution for a five-year term.

- The EGM modified Article 13.5. of the Articles of Association with 443,990,309 yes votes (99.81%) with the effect of 1 January 2022, as follows:

*(new wording in bold)*

„13.5. The general meeting has a quorum if shareholders representing more than one third of the shares entitled to vote are present. In determining whether the general meeting has a quorum the restrictions of Articles 10.1 and 10.2 shall be applied so that the voting right beyond the 10% limitation shall be disregarded. If the general meeting does not have a quorum, the reconvened general meeting shall have a quorum for the matters indicated on the original agenda, irrespective of the number of shareholders present. **Such re-**

convened general meeting may be reconvened for the same day as the general meeting having no quorum, however, the period between the two general meeting cannot be longer than 21 days.”

The EGM documents are available on MOL Group’s web site <http://molgroup.info/en/>.

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