

Resolutions of the Annual General Meeting of MOL Plc. held on 27 April 2023

MOL Hungarian Oil and Gas Public Limited Company held its Annual General Meeting (AGM) on 27 April 2023. The AGM had a quorum as shareholders representing 55.22% of the shares entitled to vote appeared at the AGM. The AGM 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 AGM).

1. The AGM approved with 435,683,491 yes votes (100%) the electronic voting technique.
2. The AGM approved with 435,683,473 yes votes (100%) 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 Annual General Meeting.

3. The AGM approved the following resolution with 435,683,223 yes votes (100%):

The General Meeting approves the 2022 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 4,962,474 million and profit for the period of HUF 507,904 million.

The General Meeting furthermore approves the 2022 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 7,967,699 million and profit for the period of HUF 912,248 million

4. The AGM approved the following resolution with 435,681,453 yes votes (100%):

The General Meeting decides that a total sum of HUF 279,751,665,550 shall be paid out as dividend in 2023, for the 2022 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.

5. The AGM approved the following resolution with 435,670,844 yes votes (100%):

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

6. The AGM approved the following resolution with 435,658,611 yes votes (99.99%):

The General Meeting – under Article 12.12 of the Articles of Association – acknowledges the work of the Board of Directors performed during the 2021 business year and grants waiver to the Board of Directors and its members under Article 12.12 of the Articles of Association.

7. The AGM approved the following resolution with 432,346,582 yes votes (99.23%):

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 2023, from the day following the

date of the general meeting approving the 2022 financial statements until the annual general meeting to be held in 2024, but until 30 April 2024 the latest.

The General Meeting determines the remuneration of the auditor for auditing MOL Plc. in the financial year 2023 to be HUF 110 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:

Scope of the contract:

Audit of the 2023 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 2022 financial statements until the date of the annual general meeting closing the financial year 2023, but until 30 April 2024 the latest.

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

8. The AGM approved the following resolution with 435,670,826 yes votes (100%):

The General Meeting acknowledges the Board of Directors' presentation regarding the acquisition of treasury shares following the ordinary Annual General Meeting of 2022 in accordance with Section 3:223 (4) of the Civil Code.

9. The AGM approved the following resolution with 431,801,356 yes votes (99.11%):

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 2022 – 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.

10. The AGM approved the following resolution with 400,577,553 yes votes (91.94%):

The General Meeting elects Mr. Zolt Hernádi as member of the Board of Directors from 1 May 2023 to 30 April 2028.

11. The AGM approved the following resolution with 397,222,822 yes votes (91.17%):

The General Meeting elects Mr. Zoltán Áldott as member of the Supervisory Board from 1 May 2023 to 30 April 2028.

12. The AGM approved the following resolution with 397,208,473 yes votes (91.17%):

The General Meeting elects Mr. András Láncki as member of the Supervisory Board from 1 May 2023 to 30 April 2028.

13. The AGM approved the following resolution with 397,563,780 yes votes (91.25%):

The General Meeting elects Mr. Péter Bíró as member of the Supervisory Board from 1 May 2023 to 30 April 2028.

14. The AGM approved the following resolution with 397,564,919 yes votes (91.25%):

The General Meeting elects Mr. Péter Bíró as member of the Audit Committee from 1 May 2023 to 30 April 2028.

15. The AGM approved the following resolution with 431,431,675 yes votes (99.02%):

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.

16. The AGM approved the following resolution with 396,986,873 yes votes (91.12%):

The General Meeting decides 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

If the chairman is not a non-executive director, the deputy chairman (who is a non-executive) is entitled to this remuneration (400 pieces/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.

17. The AGM approved the following resolution with 401,205,252 yes votes (92.09%):

The Annual General Meeting approves to amend the fix monthly remuneration of the Chairman of the Supervisory Board to a net amount of EUR 6,000/month and the fix monthly remuneration of the members to a net amount of EUR 4,000/month from 1 May 2023. Other components of the remuneration of Supervisory Board members shall remain the same.

18. The AGM approved the following resolution with 396,998,191 yes votes (91.12%):

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.

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

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