

## **MOL Group to transition to a Holding structure**

MOL Plc. (“MOL”) hereby notifies market participants of the following:

MOL Group’s Board of Directors and Supervisory Board decided to initiate the reorganization of the Group by switching to a Holding structure and at the same time also decided to convene an Extraordinary General Meeting for 27 November 2025.

### **Rationale for switching to a holding structure**

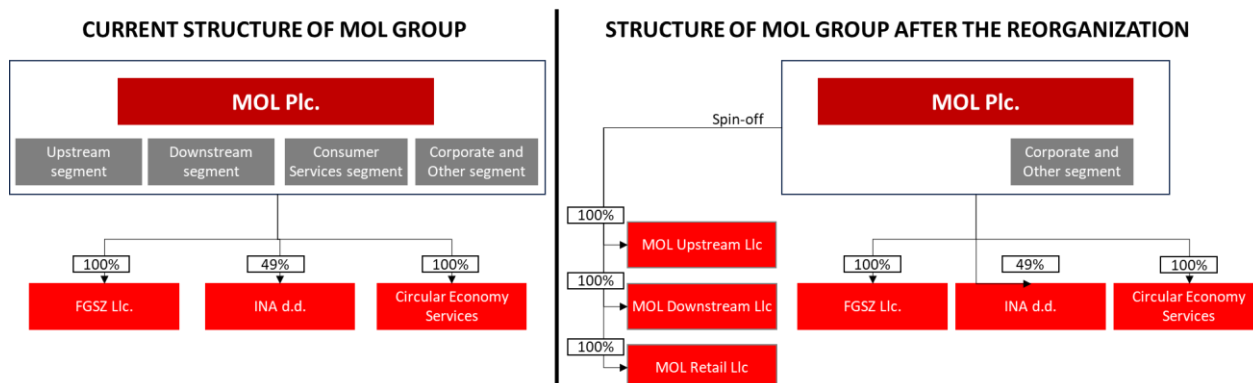
The MOL Group's business portfolio is constantly changing, both organically and through expansion. Changes in the MOL Group's external environment, regulatory impacts, and the size and complexity of the business require the Group to transform its corporate structure, management model, and operations. The goal is to develop a flexible legal structure that will enable the reduction or complete elimination of emerging constraints, thereby supporting the implementation of the Group’s Shape Tomorrow strategy.

The holding structure allows for the complete legal separation of business activities. This reduces the complexity of operations, and supports more autonomous decision-making of businesses. Following appropriate decisions, any future divestment, partnership or merger transactions can be executed with the shortest possible preparation time.

### **Summary of the changes in MOL Group’s corporate structure**

With the transition to a holding structure, MOL Group will consist of a holding company (MOL Plc.) and several operating companies (namely Upstream, Downstream and Retail, besides the existing Circular Economy business line). After the transition is completed, these operating companies will remain 100% owned subsidiaries of MOL Plc. and MOL Plc. maintains its stock exchange listing. Strategic management, business line oversight, financing, investment decision optimization, and control will remain with MOL Plc.

Each operating company will implement autonomous management based on clearly defined responsibility and authority. As a result, each operating company is expected to significantly enhance its business competitiveness through swift decision-making in response to changes in the external environment and become more flexible in system development in accordance with business characteristics. The new structure clearly defines the activities, responsibilities, and tasks of the holding company and the operating companies. This makes the currently complex operations more transparent, supports efficiency, enables a properly paced green transition, and facilitates the implementation of the defined strategy. The new legal structure will be aligned with the current business segment structure of the Group.



## Schedule

According to the plans of the Board of Directors on 27 November 2025 MOL Plc.'s Extraordinary General Meeting (EGM) of shareholders decides on the company Demerger Plan and Agreement and the amendments to the Articles of Association. The completion of the transition to the new structure is expected to be completed in 5-6 months, following the filing with the Court of Registration of the spin-off including registration of the newly established entities.

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## Impact on shareholders

The switch to a Holding structure only affects the organization of business units within MOL Plc. into legal entities within the Group and it will not affect the economic or cash-flow rights of existing shareholders of the MOL share. Following the change: (a) ownership of MOL shareholders in MOL Plc. will remain intact while MOL Plc. will be the 100% owner of the 3 newly established companies and the newly established companies will have joint and several liability for all liabilities of MOL Plc. before the spin-off; (b) voting and dividend rights of shareholders will be unchanged; and (c) there will be no transfer of value away from shareholders.

## For further information, please contact Investor Relations:

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