

Budapest, 27 November 2025

Resolutions of the Extraordinary General Meeting of MOL Plc. held on 27 November 2025

MOL Hungarian Oil and Gas Public Limited Company held its Extraordinary General Meeting (EGM) on 27 November 2025. The EGM had a quorum as shareholders representing 53.96% 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).

1. The General Meeting approved the electronic voting technique with 427,234,977 yes votes (100%).
2. The General Meeting elected Dr. György Bacsa as the presiding Chairman of the General Meeting with 426,232,869 yes votes (99.76% support) based on point 14.1 of the Articles of Association and the proposal of the Board of Directors.
3. The General Meeting approved with 427,241,957 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.
4. The General Meeting approved the following resolution with 427,240,307 yes votes (100%):

Subsection 1: Decision on the spin-off and determination of the date of the effects of the spin-off

- (i) The General Meeting hereby approves the demerger of MOL Plc. (the "**Company**") through spin-off according to Section 3:45 (1a) of Act V of 2013 on the Civil Code (the "**Civil Code**") and the relevant provisions of Act CLXXVI of 2013 on the Transformation, Merger and Division of Legal Entities (the "**Transformation Act**"), in such a way that the Company shall remain in existence and the parts of the Company's assets specified in the demerger agreement (the "**Demerger Agreement**") shall be separated from the Company and transferred to the following companies established by the Spin-off: (i) MOL Upstream Private Company Limited by Shares (seat: 1117 Budapest, Dombóvári út 28.; the "**Upstream Company**"); (ii) MOL Downstream Private Company Limited by Shares (seat: 1117 Budapest, Dombóvári út 28.; the "**Downstream Company**") and (iii) MOL Retail Private Company Limited by Shares (seat: 1117 Budapest, Dombóvári út 28.; the "**Retail Company**") as a successor private companies limited by shares (the Upstream Company, the Downstream Company and the Retail Company hereinafter collectively referred to as the "**Companies established by the Spin-off**").
- (ii) The method of demerger: spin-off ("**Spin-off**"). The Companies established by the Spin-off will be general legal successors of the Company with respect to the given part of the divested assets, while the part of the assets of the demerging Company that is not

affected by the legal succession by the Companies established by the Spin-off will remain in the Company. The Company will be the sole shareholder of the Companies established by the Spin-off. The Company will continue to operate in unchanged form after the Spin-off.

- (iii) The General Meeting shall decide on the Spin-off with holding one meeting pursuant to Article 8 (1) of the Transformation Act.
- (iv) In accordance with Section 6 (6) of the Transformation Act and Section 57 (2) of Act V of 2006 on the Public Company Information, Company Registration and Winding-up Proceedings ("Ctv."), the General Meeting determines 31 March 2026 as the planned effective date of the Spin-off for all three Companies established by the Spin-off (hereinafter referred to as the "**Effective date of the Spin-off**" or "**Day of Spin-off**"). If the Court of Registration registers the Demerger after 31 March 2026 for any reason, the Day of Spin-off shall be the day on which the Court of Registration registers the Spin-off.
- (v) Pursuant to the provision of Section 32/A of the Transformation Act, the shareholders of the Company do not have the opportunity to withdraw from the Company with reference to the Spin-off, and consequently the Company has no settlement obligation towards the shareholders who withdraw.
- (vi) The Company will not exercise the option to rearrange the capital structure pursuant to Section 3 (2) of the Transformation Act within the framework of the Spin-off, and no additional financial contribution will be made in the Company in connection with the implementation of the Spin-off.
- (vii) Pursuant to the provision of Article 32 of the Transformation Act, the Company, as a continuing (remaining) public limited company, and the Companies established by the Spin-off shall be jointly and severally liable for the obligations of the Company incurred prior to the Spin-off.

Subsection 2: Decision on the acceptance of the spin-off documentation

- (i) The General Meeting adopts the demerger plan prepared for the Spin-off (the "**Demerger Plan**") and the Demerger Agreement along with its annexes with the content attached to the Demerger Plan as Annex 12 and authorizes any two members of the Board of Directors of the Company to sign the Demerger Plan, the Demerger Agreement, any of their annexes, and any other documents necessary or useful in connection with the Spin-off.
- (ii) The General Meeting resolves 30.06.2025 as the record date for the draft spin-off balance sheets and the draft spin-off inventories.
- (iii) The General Meeting adopts the following draft (closing) spin-off balance sheet of MOL Plc. as the demerging company prepared as of 30.06.2025 and the draft spin-off inventory

supporting it; as well as the draft (opening) spin-off balance sheets and draft spin-off inventories of the successor companies, i.e. the continuing MOL Plc. and the Companies established by the Spin-off as of 30.06.2025, with the content attached to the Demerger Plan as annexes 1-5:

- a. The draft (closing) spin-off balance sheet prepared by the Company as the legal predecessor company, audited by an independent auditor and the draft spin-off inventory of assets supporting it prepared in accordance with **Act C of 2000 on Accounting** (the "Accounting Act") with the following main capital elements:
 - Equity: HUF 2,804,404 million (i.e. two trillion, eight hundred and four billion, four hundred and four million forints)
 - Share capital: HUF 102,429 million (i.e. one hundred and two billion four hundred and twenty-nine million forints)
 - Balance sheet total: HUF 5,732,559 million (i.e. five trillion, seven hundred and thirty-two billion, five hundred and fifty-nine million forints)
- b. the draft (opening) spin-off balance sheet prepared by the Company as a continuing (successor) company, audited by an independent auditor in accordance with the Accounting Act, and the draft spin-off inventory supporting it, with the following main capital elements:
 - Equity: HUF 2,804,404 million (i.e. two trillion, eight hundred and four billion, four hundred and four million forints)
 - Share capital: HUF 102,429 million (i.e. one hundred and two billion four hundred and twenty-nine million forints)
 - Balance sheet total: HUF 3,938,157 million (i.e. three trillion nine hundred and thirty-eight billion one hundred and fifty-seven million forints)
- c. the draft (opening) spin-off balance sheet of the Upstream Company as a legal successor company prepared in accordance with the Accounting Act and the draft spin-off inventory supporting it, prepared in accordance with the Accounting Act, audited by an independent auditor, with the following main capital elements:
 - Equity: HUF 264,915 million (i.e. two hundred and sixty-four billion nine hundred and fifteen million forints)
 - Share capital: HUF 30,000 million (i.e. thirty thousand million forints)
 - Balance sheet total: HUF 826,260 million (i.e. eight hundred and twenty-six billion two hundred and sixty million forints)
- d. the draft (opening) spin-off balance sheet of the Downstream Company prepared in accordance with the Accounting Act and the draft spin-off inventory supporting it, prepared in accordance with the Accounting Act with the following main capital elements:
 - Equity: HUF 756,566 million (i.e. seven hundred and fifty-six billion five hundred and sixty-six million forints)
 - Share capital: HUF 50,000 million (i.e. fifty thousand million forints)
 - Balance sheet total: HUF 1,704,564 million (i.e. one trillion-seven hundred and four billion-five hundred and sixty-four million forints)
- e. the draft (opening) spin-off balance sheet of the Retail Company prepared in accordance with the Accounting Act and the draft spin off inventory supporting it,

prepared in accordance with the Accounting Act, audited by an independent auditor, with the following main capital elements:

- Equity: HUF 301,401 million (i.e. three hundred and one billion four hundred and one million forints)
- Share capital: HUF 30,000 million (i.e. thirty thousand million forint)
- Balance sheet total: HUF 586,460. million (i.e. five hundred and eighty-six billion four hundred and sixty million forints)

(iv) The General Meeting hereby approves that the tasks arising in the course of the audit of the draft spin-off balance sheet and inventory serving as the basis for the Spin-off shall be performed by an independent auditor appointed by the Company, i.e. Forvis Mazars Limited Liability Company (seat: 1139 Budapest, Fiastyúk utca 4-8. 2nd floor; ID: 000220; auditor in charge: Benedek Zoltán László; address: 1161 Budapest, Kenéz utca 62, door 1; ID: 007317) (the "**Independent Auditor**") and records that the Independent Auditor has performed the audit and issued the auditor's report on its approval. By this resolution, the General Meeting approves the appointment as the independent auditor and the report issued by the Independent Auditor, which includes a statement on the validity of the contents of the draft Demerger Agreement and the written report of the Board of Directors, as well as the position on whether the contemplated Spin-off jeopardizes the satisfaction of the creditors' claims against the Company.

(v) The General Meeting adopts the written report of the Board of Directors on the demerger of MOL Plc. pursuant to Section 24 (2) of the Transformation Act.

(vi) The General Meeting approves the resolution of the Supervisory Board of the Company to review and approve the draft spin-off balance sheet and draft spin-off inventory as well as the proposal of the Board of Directors related to the Spin-off.

(vii) The General Meeting hereby notes that the Board of Directors of the Company has fulfilled its obligation to inform the General Meeting pursuant to Section 24 (3) of the Transformation Act about the significant changes in the Company's assets between the preparation of the Demerger Plan and the adoption of this resolution of the General Meeting. The General Meeting accepts the above-mentioned information of the Board of Directors.

Subsection 3: Resolution on the adoption of the Articles of Association of the subsidiaries to be established by the Spin-off and on the amendment of the Articles of Association of MOL Plc. as a continuing (remaining) company with effect from the Spin-off

(i) The General Meeting hereby resolves that after the Spin-off the main data of the Companies established by the Spin-off shall be established as follows:

a. Upstream Company

- Name: MOL Upstream Private Company Limited by Shares
- Share capital: HUF 30,000 million (i.e. thirty thousand million forints)
- Form: private company limited by shares

- Registered office: 1117 Budapest, Dombóvári út 28.
- Sole shareholder: MOL Hungarian Oil and Gas Public Limited Company
- Main activity: 0620'25 Extraction of natural gas

b. Downstream Company

- Name: MOL Downstream Private Company Limited by Shares
- Share capital: HUF 50,000 million (i.e. fifty thousand million HUF)
- Form: private company limited by shares
- Registered office: 1117 Budapest, Dombóvári út 28.
- Sole shareholder: MOL Hungarian Oil and Gas Public Limited Company
- Main activity: 1920'25 Manufacture of refined petroleum products and fossil fuel products

c. Retail Company

- Name: MOL Retail Private Company Limited by Shares
- Share capital: HUF 30,000 million (i.e. thirty thousand million forints)
- Form: private company limited by shares
- Registered office: 1117 Budapest, Dombóvári út 28.
- Sole shareholder: MOL Hungarian Oil and Gas Public Limited Company
- Main activity: 4730'25 Retail sale of automotive fuel

In view of the above, the General Meeting approves the Articles of Association of the Companies established by the Spin-off with the content attached to the Demerger Plan as Annexes 9-11 and authorizes any two members of the Company's Board of Directors to sign the Articles of Association.

- (ii) The General Meeting hereby decides that with effect from the Day of Spin-off, the Company's new main activity is: *6421 Activities of holding companies*. In view of the above, the General Meeting, with effect from the Day of Spin-off, amends Section 5 of the Company's Articles of Association as follows:

"5. THE COMPANY'S SCOPE OF ACTIVITY:

Main activity:

6421'25 Activities of holding companies

Other activities:

1920'25 Manufacture of refined petroleum products and fossil fuel products (Main activity)"

The General Meeting hereby decides to amend the provisions of Section 12.2 m.) of the Company's Articles of Association as follows, with effect from the Day of Spin-off:

m.) "decision on transferring control over the crude oil refinery of the Company MOL Group located in Százhalombatta or Tiszaújváros to a person outside MOL Group;"

Furthermore, the General Meeting resolves to supplement Article 29 of the Company's Articles of Association with the effect of the Day of Spin-off as follows:

"Pursuant to the resolution of the General Meeting dated [●] [●], 2025, numbered 2025/[●]/[●], and in accordance with Section 3:45 (1a) of the Civil Code and the provisions of Act CLXXVI of 2013 on the Transformation, Merger and Division of Legal

Entities, the Company, by allocating certain parts of its assets, established (i) MOL Upstream Private Company Limited by Shares; (ii) MOL Downstream Private Company Limited by Shares; and (iii) MOL Retail Private Company Limited by Shares (the "Companies Established by Spin-off") as private companies limited by shares established as legal successors (demerging) through a spin-off (hereinafter referred to as the "Spin-off")."

In view of the above, the General Meeting approves the draft of the Articles of Association of the Company containing the amendments with effect from the Day of Spin-off with the content attached to the Demerger Plan and authorizes any two members of the Company's Board of Directors to sign the Articles of Association of the Company.

- (iii) The General Meeting, in accordance with Section 12.2 (m) of the Articles of Association of MOL, hereby approves that the ownership of the real estate and assets of the Százhalombatta Petroleum Refinery, as well as the rights and obligations related to their operation and the pursuit of refinery activities will be transferred to the Downstream Company as a Company established by the Spin-off within the framework of the Spin-off, in accordance with the Demerger Plan. In view of the termination of the oil refinery in Tiszaújváros, the General Meeting acknowledges that the property constituting its former area and the assets existing on it will become the property of the Downstream Company as a Company established by Spin-off.

5. The General Meeting approved the following resolution with 427,241,607 yes votes (100%):

- (i) The General Meeting authorizes the Board of Directors of the Company to take the measures, steps (and sign any related or required documents, deeds, statements to be signed by any two members of the Company's Board of Directors) necessary for the implementation and the complete registration of the Spin-off, including, in particular, the following:
- a. in accordance with the relevant provisions of the Civil Code and the Transformation Act, the publication of the announcement on the Spin-off in the Official Gazette in two consecutive issues;
 - b. informing the employee's interest representative organizations operating at the Company and the employees of the decision regarding the Spin-off, in accordance with Section 7 of the Transformation Act and the Labor Code, through persons exercising employer's rights;
 - c. the signing and approval of the final spin-off balance sheets and final spin-off inventories of the legal predecessor and continuing MOL Plc.
- (ii) The General Meeting authorizes any two members of the Company's Board of Directors to act on behalf of the General Meeting and make the necessary amendments (corrections, additions) in order to ensure that the Spin-off is implemented in accordance with the Demerger Plan and the Demerger Agreement, without affecting the main details of the

Spin-off (i.e., the decision to implement the Spin-off, the record date of the spin-off balance sheet, and the effective date of the Spin-off) if necessary for the registration of the Spin-off with the court of registration, the completion of real estate registration, licensing or other official procedures related to the Spin-off, for the correction of deficiencies, or if due to changes in legislation following the decision of the General Meeting, it is necessary to amend or supplement the Demerger Plan, the Demerger Agreement or any annex thereto or any document related to the Spin-off.

(iii) Furthermore, the General Meeting authorizes the Board of Directors to withdraw the request for registration of the Spin-off submitted on the basis of this resolution of the General Meeting, if necessary, based on the first sentence of Section 77 (4) of Act V of 2006 on Public Company Information, Company Registration and Winding-up Proceedings.

6. The General Meeting approved the following resolution with 427,240,407 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 2025 in accordance with Section 3:223 (4) of the Civil Code.

7. The General Meeting approved the following resolution with 396,241,607 yes votes (92.74%):

The General Meeting elects Mr. Csaba Szabó as member of the Supervisory Board from 28 November 2025 to 27 November 2030.

8. The General Meeting approved the following resolution with 426,382,176 yes votes (99.80%):

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 Extraordinary General Meeting documents are available on MOL Group's web site <http://molgroup.info/en/>.

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