

**Remuneration paid in 2018 to members of the Board of Directors after the 2017 business year
and to members of the Supervisory Board after the 2017 business year
as cash and non-cash benefits**

	Members of the Board of Directors	Fix remuneration (gross, HUF)	Share allowance (Nr of shares)	Cash allowance related to share allowance (gross, HUF)	Comment
1	Zsolt Hernádi	11 433 456	14 400	20 153 224	Chairman of the Board of Directors
2	Dr. Sándor Csányi	14 291 820	19 200	26 870 965	Deputy Chairman, Chairman of the Corporate Governance and Remuneration Committee
3	József Molnár	11 433 456	14 400	20 153 224	
4	Zsigmond Járai	14 291 820	14 400	20 153 224	Chairman of the Finance and Risk Management Committee
5	Dr. László Parragh	14 291 820	14 400	20 153 224	Chairman of the Sustainable Development Committee
6	Dr. Martin Roman	15 241 529	14 400	10 798 231	
7	Dr. Oszkár Világi	9 598 457	14 400	10 045 511	
8	Dr. Anthony Radev	11 433 456	14 400	20 153 224	
9	Dr. Anwar Al-Kharusi	11 433 456	14 400	20 153 224	
10	Dr. János Martonyi	11 433 456	14 400	20 153 224	
	Sum	124 882 726	148 800	188 787 275	

	Members of the Supervisory Board	Fix remuneration (gross, HUF)	Comment
1	György Mosonyi	9 360 120	Chairman of the Supervisory Board until 29 May, 2018
2	Áldott Zoltán	18 511 969	Elected by the Annual General Meeting as member of the Supervisory Board from 12 April, 2018 Chairman of the Supervisory Board from 25 June, 2018
3	Dr. Attila Chikán	20 524 270	Chairman of the Audit Committee
4	John I. Charody	15 301 360	
5	Dr. Norbert Szivek	15 301 360	
6	Ivan Mikloš	15 265 480	
7	Dr. Sándor Puskás	3 825 340	Employee representative
8	Ilona Dávid	15 301 360	
9	Vladimír Kestler	15 265 480	
10	András Láncki	11 074 920	Elected by the Annual General Meeting as member of the Supervisory Board from 12 April, 2018
11	Andrea Bártfai-Mager	6 240 080	Member of the Supervisory Board until 17 May, 2018
12	Piroska Bognár	3 825 340	Employee representative
13	Tibor István Ördög	3 825 340	Employee representative
14	András Tóth	3 825 340	Employee representative
15	Csaba Szabó	2 768 730	Employee representative as of 12. April 2018
	Sum	160 216 489	

Note: Differences between amounts paid to the members are deriving from different applicable conditions of taxation, in addition to the consequences of the below provisions. Share numbers reflect applicable number of shares before the MOL stock split.

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 Annual General Meeting

Members of the Board of Directors **25,000 EUR/year**

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 a year) when they travel to Hungary.

Incentive based on share allowance

From January 1, 2012 the incentive based on share allowance 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 in long-term stock price growth and to maintain motivation related to the dividend payment, ensuring which a 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 expiration of the mandate).

The incentive consists of two parts: share allowance and cash allowance related thereto.

- **Share allowance**

Number of shares as from January 1, 2015 (after adjustment in line with MOL's 8-for-1 share split as of 26 September 2017):

- in case of the members of the Board of Directors: 1,200 pieces of series „A” MOL ordinary shares with a nominal value of HUF 125 per month
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- in case of the chairman of the Board of Directors: additional 400 pieces of series „A” MOL ordinary shares with a nominal value of HUF 125 per month.

(If the chairman is not a non-executive director, the deputy chairman (who is non-executive) is entitled to this remuneration (400 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 this, there is a cash allowance part of the incentive system, the rate of which 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

Members of the Supervisory Board receive **gross EUR 4,000/month**, while the chairman of the Supervisory Board receives **gross EUR 6,000/month**. In addition to this monthly fee, the chairman of the Supervisory Board is entitled to receive **gross EUR 1,500** for participating 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 participating in each Board Committee meeting, up to 15 times per annum.



Besides the monthly remuneration both the chairman and the members of the Supervisory Board are entitled to receive further **EUR 1,500** for each extraordinary Supervisory Board 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 75% 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 (79,000 HUF/person/year) and travel (18,000 HUF/person/year) insurance.

Also 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 25, 2018 exchange rate; source: www.mnb.hu)