

Remuneration paid in 2016 to members of the Board of Directors after the 2015 business year and to members of the Supervisory Board after the 2016 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	Comment
1	Zsolt Hernádi	11 445 588	1800	13 764 706	Chairman of the Board of Directors
2	Dr. Sándor Csányi	14 306 985	2400	18 352 941	Deputy Chairman, Chairman of the Corporate Governance and Remuneration Committee
3	József Molnár	11 445 588	1800	13 764 706	
4	Zsigmond Járai	14 306 985	1800	13 764 706	Chairman of the Finance and Risk Management Committee
5	Dr. László Parragh	14 306 985	1800	13 764 706	Chairman of the Sustainable Development Committee
6	Dr. Martin Roman	13 858 264	1800	8 118 705	
7	Dr. Oszkár Világi	9 156 470	1800	5 161 765	
8	Dr. Anthony Radev	11 445 588	1800	13 764 706	
9	Dr. Anwar Al-Kharusi	17 969 868	1800	13 764 706	
10	Dr. János Martonyi	11 445 588	1800	13 765 706	
	Sum (BoD)	129 687 909	18 600	127 986 353	

	Members of the Supervisory Board	Fix remuneration (gross, HUF)	Comment
1	György Mosonyi	29 899 920	Chairman of the Supervisory Board
2	Dr. Attila Chikán	19 154 025	Chairman of the Audit Committee
3	John I. Charody	14 956 560	
4	Slavomír Hatina	14 956 560	
5	Dr. Sc. Zarko Primorac	4 984 320	He resigned from his position as member of the Supervisory Board effective from 30 April 2016
6	Dr. Norbert Szivek	14 956 560	
7	Ivan Mikloš	9 972 240	Elected by the Annual General Meeting as member of the Supervisory Board from 1 May 2016
8	Dr. Sándor Puskás	7 478 280	Employee representative
9	Andrea Hegedűs	7 478 280	Employee representative
10	Attila Juhász	7 478 280	Employee representative
	Sum (SB)	131 315 025	

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.

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 Chairmen of the Committees 31,250 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:

- in case of the members of the Board of Directors: 150 pieces of "A" series of MOL ordinary

shares per month

in case of the chairman of the Board of Directors: additional 50 pieces of "A" series of MOL

ordinary shares per month

(If the chairman is not a non-executive director, the deputy chairman (who is non-executive) is entitled to this remuneration (50 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 half 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 (82,000 HUF/person/year) and travel (14,000 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 5, 2016 exchange rate; source: www.mnb.hu)