



### 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](http://www.mnb.hu))