

ETHICS COUNCIL RULES OF PROCEDURE**TABLE OF CONTENTS**

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I. PRINCIPLES

I.1. Objective of rules of ethics procedure: The primary objective of this Regulation is to define the roles and responsibilities of organisational units and persons involved in processes designed to ensure ethical conduct/behaviours prescribed in the MOL Group Code of Ethics and Business Conduct and MOL Group Business Partner Code of Ethics, as well as the rules applicable to investigating ethics concern reports and issues raising the suspicion of non-compliance, and procedures carried out by Ethics Council, Group Ethics Officer and Local Ethics Officers in accordance with Act CLXV of 2013 (of Hungary) on Complaints and Public Interest Disclosures chapter on whistleblowing systems maintained by employers.

I.2. Principle of procedural fairness: All participants involved in ethics procedures shall act in compliance with the principles of objectivity and impartiality, according to provisions of MOL Group Code of Ethics and Business Conduct and MOL Group Business Partner Code of Ethics.

I.3. Parties' behaviour: During the course of ethics procedures, participants shall apply the communication style reasonably expected in any formal business relationship and act according to the principle of good faith and fair dealing.

I.4. Deadlines: Participants involved in ethics procedures shall use all reasonable endeavours to meet the deadlines set forth in this Regulation in a way as to ensure that Ethics Council procedures effectively support decision-making by the managers authorised to determine and act on measures and to manage other legal relationships established under contract.

I.5. Confidentiality: In order to protect personal data of persons concerned by ethics procedures, all documents produced or made available in the course of ethics procedures are confidential, unless otherwise stipulated in this Regulation. In compliance with MOL Group's Data Classification Regulation, documents related to ethics cases fall within "MOL secret" or "MOL confidential" category.

All participants involved in ethics cases (Ethics Council members, Group Ethics Officer, Local Ethics Officer, other investigator, Reporting Person, Reported Person, witness, expert, etc.) shall handle all information as confidential. This does not restrict the right to legal defence and fair clarification secured for the person who is concerned by an investigation, however, this must be lawful, including to respect privacy, information self-determination and business secrets all times.

I.6. Ethics Council's competence: Ethics Council in its decisions not bound by any decision previously made by any MOL Group board or organisation, but not entitled to intervene in proceedings pending before any authority or court. Until official or judicial proceedings in the same or connected issues have not been completed Ethics Council shall not carry out ethics procedure, and ongoing ethics procedure shall be suspended until the final closure of such proceedings.

II. ORGANISATIONS INVOLVED IN ETHICS PROCEDURES

II.1. Ethics Council (EC)

II.1.1. Composition and responsibilities of Ethics Council

II. 1.1.1. Essential mission of Ethics Council is to ensure MOL Group's ethical conduct and coordinate ethics management systems of all MOL Group Companies.

It monitors and prepares MOL Group Code of Ethics and Business Conduct (CoEBC) and MOL Group Business Partner Code of Ethics review proposals and decides on their modifications.

It is responsible for monitoring compliance with MOL Group Code of Ethics and Business Conduct and MOL Group Business Partner Code of Ethics norms and in case of a breach for reparation of ethical operation. If necessary, it adopts decisions on ethics reports and clarifies ethics question received.

Ethics Council oversees MOL Group Code of Ethics and Business Conduct and MOL Group Business Partner Code of Ethics communication and training. It regularly reports to MOL Plc. Board of Directors and Supervisory Board on completed tasks, investigation findings and ethical issues raised.

II.1.1.2. In case of suspected breach of value and norms stipulated in MOL Group Code of Ethics and Business Conduct and MOL Group Business Partner Code of Ethics, if there is doubt or uncertainty, it is the Ethics Council's responsibility to establish whether ethical norms stipulated therein were breached, if personal liability can be established, and for the reparation of ethical operation give recommendations for the manager(s) authorised to take the necessary measures.

II.1.1.3. By publishing resolutions, Ethics Council guides the interpretation of MOL Group Code of Ethics and Business Conduct and MOL Group Business Partner Code of Ethics norms with a view to implement standard practices.

II.1.1.4. Operations of Ethics Council are managed and co-ordinated by its Chairperson. It is under the responsibility of Ethics Council Chairperson to prepare and convene Ethics Council meetings and supply sufficient information required by effective conduct and decision-making, in a timely manner.

II.1.1.5. EC Chairperson is an expert independent from the work organisation, who supervises unbiased conduct of ethics procedures. Responsibilities of Ethics Council Chairperson:

- a) Approve investigation reports and draft decisions prior to submission to Ethics Council, ensures management of Ethics Council meetings, voting keeping decision making deadlines;
- b) Represent MOL Group's ethical commitment and ethical business culture in external and internal communication;
- c) Supervise MOL Group Code of Ethics and Business Conduct and MOL Group Business Partner Code of Ethics awareness and training processes;
- d) Regularly report to Chairman-CEO and Board of Directors on Ethics Council activities and development trends of MOL Group's culture of ethics.

When duly justified, Ethics Council Chairperson takes part in investigating ethics concern reports.

II.1.1.6. Ethics Council may comprise 5-15 members, its members can be independent experts and appointed employees of MOL Group Companies.

Permanent employee members of Ethics Council:

- Group Chief Financial Officer (GCFO);
- Group Exploration & Production Executive Vice President;
- Group Downstream Executive Vice President;
- Group Consumer Services COO;
- Group General Counsel and Chief Data Protection Officer;
- MOL COO;
- Slovnaft CEO.

II.1.1.7. Ethics Council members and Chairperson are appointed by Chairman-CEO; employee members are appointed for an indefinite term, non-employee members for one year.

Non-permanent employee members can be appointed by Chairman-CEO.

II.1.1.8. Ethics Council membership is terminated in the following cases:

- By resignation;
- In case of Ethics Council employee members: automatically upon termination of employment, in case of permanent members: automatically upon change in position;
- In case of Ethics Council employee members: by removal and Chairman-CEO is not required to disclose the reasons thereof;
- In case of independent experts: upon expiration of the fixed term, or by removal within the fixed term and Chairman-CEO is required to disclose the reasons thereof.

By a written statement addressed to Chairman-CEO, members may withdraw from membership at any point in time.

II.1.1.9. Ethics Council operates a core team, hereinafter referred to as "Preparatory Committee" (PrepCom) – with participation of Ethics Council Chairperson, Group Chief Financial Officer (GCFO), Group Consumer Services COO and Group General Counsel and Chief Data Protection Officer, as members of the Council – to carry out specific tasks set out in Rules of Procedure.

II.1.1.10. Ethics Council Chairperson is assisted by Ethics Council Secretary, who is not an Ethics Council member. Ethics Council Secretary is appointed by Preparatory Committee.

II.1.2. Functioning of Ethics Council

II.1.2.1. Ethics Council shall operate and adopt decisions as a board.

II.1.2.2. Ethics Council shall be convened when necessary, but meet at least two times a year. Meetings shall be prepared by Ethics Council Secretary by the instructions of the Ethics Council Chairperson, who sends invitations to meetings pre-scheduled or convened for the date set by Chairperson, provided that members receive such invitations at least 5 days in advance.

II.1.2.3. A quorum shall exist at an Ethics Council meeting, if attended by more than one half of its members. If there is no quorum of the majority of members at the first meeting, Ethics

Council shall be reconvened within 48 hours. All members shall be informed of the date and time of repeated meeting at least 24 hours in advance, in writing (via mail or email) or via other logged IT or telecommunications transmission (e.g. application).

II.1.2.4. Members who are not present at Ethics Council meeting, but attend the whole meeting via phone or video conference connection, shall be regarded as members present at the meeting. Participation via phone or video conference shall be recorded in the minutes.

II.1.2.5. Meetings shall be chaired by Ethics Council Chairperson, or when prevented from attending, by an Ethics Council member appointed by Ethics Council Chairperson to do so. Chairperson of the meeting shall establish the agenda and ensure that the meeting is conducted within an appropriate framework.

II.1.2.6 In the event that an Ethics Council meeting cannot be convened due to the urgency of the case or such meeting is not necessary based on the nature thereof, it is possible to collect written opinions from members by electronic means or in writing (mail or email), and vote by electronic means or in writing or via other logged IT or telecommunications transmission (e.g. application), with an appropriate deadline set. Request for voting shall be sent by the Ethics Council Secretary upon the instructions of the Ethics Council Chairperson or of an Ethics Council member substitution the chairperson. Deadline for voting shall not be shorter than 5 business days and longer deadline can be set only if justified e.g. by the complicity of the issue or the high number of decision points, but the deadline can not be longer than 10 business days.

Members who fail to meet the voting deadline and does not make any question or suggestion to the members, the Chairperson or other organization preparing the proposal shall be considered as members who intend not to vote.

II.1.2.7. Ethics Council Chairperson may convene extraordinary meetings. Ethics Council Chairperson is obliged to convene an extraordinary meeting, when requested by at least two Ethics Council members with reasons stated, in writing (e.g. mail, email). The invitation to extraordinary meeting shall be distributed with the proposal attached by Ethics Council Secretary to members at least 3 days before the meeting. When this is appropriate under the circumstances where urgent measures are required, extraordinary meetings may be convened within 24 hours.

II.1.2.8. The official language of Ethics Council shall be English. Upon request of Reporting and/or Reported Person subject to the procedure, Ethics Council shall make the necessary arrangements to use their native language primarily with the contribution of the concerned Local Ethics Officer and make documents prepared during the course of procedures available to them in the same language. Investigation interview minutes and memos drawn up in local languages are translated to English only upon special request of Ethics Council members with the contribution of the Group Ethics Officer.

II.1.2.9. Ethics Council shall adopt decisions upon agreement of more than half of the members present or participating in the circular voting among absent members.

II.1.2.10. Minutes shall be taken at Ethics Council meetings and circular voting. Minutes shall be drawn up and printed within 8 days after the meeting. Minutes are endorsed by chairperson of the meeting, Ethics Council member appointed to do so at the meeting and Ethics Council Secretary. Minority or dissenting opinions shall be attached to minutes. Endorsed minutes shall be made available in electronic form via the Intranet site exclusively accessible by Ethics Council members and Group Ethics Officer.

II.2. Group Ethics Officer

II.2.1. Operative work of Chairperson, Preparatory Committee and Ethics Council required to carry out tasks aimed at clarification of facts, carry out ethics investigations, draw up and supervise investigation reports and prepare draft decisions, coordination of Local Ethics Officer operations, lead ethics management monitoring and reporting processes, is assisted by the Group Ethics Officer. Responsibilities of Group Ethics Officer:

- a) In case of modification, prepare wording of MOL Group Code of Ethics and Business Conduct and MOL Group Business Partner Code of Ethics and Rules of Procedure;
- b) Operate Ethics & Compliance whistleblowing system (Ethics and Compliance 'SpeakUp!' Line), receive ethics questions and concern reports;
- c) Decide within own competence on investigating minor or trivial misconducts reported, or forwarding such reports without investigation, if clearly related to business-line specific special topics, and keep Preparatory Committee informed of such decisions;
- d) Carry out ethics procedures, investigate concern or engage competent Local Ethics Officer, relevant expert to do so;
- e) Monitor progress of investigations launched on the basis of concern report, but pursued in the competence of other organisational units;
- f) Clarify ethical issues, assist in resolving ethical dilemmas raised and may - based on inquiries received -, initiate issue of Ethics Council resolutions;
- g) Draw up investigation reports and prepare proposals on decisions to be made by Preparatory Committee and Ethics Council;
- h) Arrange for monitoring ethics investigations and measures taken based on investigation findings;
- i) Report activities carried out to Ethics Council.

Each MOL Group company's every employee is obliged to co-operate with the Group Ethics Office in its tasks in order to obtain information and support procedures.

Group Ethics Officer may attend Ethics Council meetings in consultative capacity.

Group Ethics Officer is assisted by Ethics Council Secretary.

II.3. Local Ethics Officers

II.3.1. In the course of carrying out their tasks, Ethics Council and Group Ethics Officer are assisted by Local Ethics Officers at MOL Group Companies (including the parent company). Local Ethics Officers are appointed from among employees by chief executive officers of individual MOL Group Companies with Preparatory Committee informed.

Local Ethics Officers shall

- a) Support the process by clarifying issues associated with rules of procedure and may receive ethics concern reports;
- b) Inform without any delay Group Ethics Officer of ethics concern reports and questions received;
- c) Support investigation of ethics reports;

- d) Coordinate local communication of ethical norms and ethics training;
- e) Support internal ethics audits;
- f) Supply data to ethics monitoring system, report on activities carried out to Ethics Council via Group Ethics Officer.

II.3.2. Should ethics concern reports concern any subsidiary outside Hungary, where personal data protection regulations make it necessary to obtain different legal basis to processing personal data of individuals involved in investigation by the Ethics Council as an independent body and by the Group Ethics Officer as an employee of another legal entity, ethics procedure shall – in the absence of legal basis of data transmission –, be carried out by Local Ethics Officer of Company authorised to control the personal data.

III. PROCEDURE TO BE FOLLOWED IN CASE OF ETHICAL QUERIES

III.1. Anyone can address questions to Ethics Council, if required to interpret the MOL Group Code of Ethics and Business Conduct and MOL Group Business Partner Code of Ethics or assess a situation from an ethics point of view. Questions can be submitted through the channels listed in MOL Group Code of Ethics and Business Conduct and MOL Group Business Partner Code of Ethics.

III.2. During consultation sessions held prior to processing questions and delivering responses, every participant is obliged to respect privacy and - in particular -, right to the protection of personal data of questioner and any other persons concerned. Data and information that make it possible to identify questioner may only be disclosed to persons other than the organisations and officers listed in Chapter II to the extent strictly necessary to reply on issues raised.

III.3. Recipient should handle ethical issues received as follows:

All questions raised via phone or in person shall be recorded in writing.

If an ethical issue is communicated to Ethics Council, directly to Ethics Council Chairperson, any Ethics Council member, or Local Ethics Officer, it shall be forwarded without delay to Group Ethics Officer.

Group Ethics Officer or the concerned Local Ethics Officer informs the inquirer of the Rules of Procedure.

III.4. Group Ethics Officer shall examine the issue, consult experts as necessary and respond thereto with Preparatory Committee's approval within 15 days of receipt.

III.5. Should it be appropriate based on the nature of the issue raised, Group Ethics Officer may propose at Preparatory Committee that first Ethics Council should form an opinion and issue a resolution thereon. Should Preparatory Committee agree with the proposal, Group Ethics Officer shall inform inquirer thereof and the expected lead time of the process within 15 days of question receipt.

III.6. Group Ethics Officer shall arrange for communicating the response.

IV. PROCEDURE TO BE FOLLOWED IN CASE OF ETHICS CONCERN REPORTED

IV.1. General rules of ethics procedures

IV.1.1. Confidentiality

IV.1.1.1 All persons concerned by investigation shall keep all data confidential, respect and protect privacy of persons concerned, act with integrity and impartially throughout the process. All related messages and documents shall be marked as "Confidential"/"Business Secret" or the applicable Data Class "MOL Secret" or "MOL Confidential".

IV.1.1.2. Only the following persons can be informed of the ethics concern reports and investigation:

- a) Ethics Council Chairperson;
- b) Ethics Council members;
- c) Ethics Council Secretary;
- d) Group Ethics Officer;
- e) Competent Local Ethics Officer;
- f) Reporting Person ("whistle-blower");
- g) person allegedly breached norms (Reported Person);
- h) Officers involved in investigation of the ethics case, contributing thereto by supplying information or technical assistance (to the extent strictly necessary by the level of involvement).

This does not restrict the right to defence of the person allegedly breached norms, namely contacting the manager exercising employer's rights, a legal counsel or other advocacy (e.g. trade union or works council) representative and disclosing the investigation to extent necessary for preparing defence or clarification of fact, as well informing the witnesses named in the investigation thereof.

IV.1.2. Exclusions

IV.1.2.1. Reporting and Reported Persons, persons interviewed during the procedure and persons who, for other reasons, cannot be expected to act impartially concerning the case cannot carry out investigation, be involved in decision-making or preparing Ethics Council resolution.

Persons concerned are obliged to communicate reason for their exclusion to Ethics Council Chairperson and Group Ethics Officer when they become aware thereof without any delay. Group Ethics Officer is obliged to communicate reason for his/her exclusion to Preparatory Committee when s/he becomes aware thereof without any delay. Ethics Council Chairperson is obliged to communicate reason for his/her exclusion to Ethics Council when s/he becomes aware thereof without any delay.

Ethics Council Chairperson shall decide on complaints of bias received from any person concerned by the procedure, while on complaints of bias concerning Ethics Council Chairperson, Ethics Council as a board shall decide.

IV.1.3. Tools of investigation

IV.1.3.1. During the investigation, particularly the following tools can be used:

- a) Face-to-face interview with persons concerned;
- b) Interview via phone or video conference;
- c) Requesting existing documents, information other data relating to the case;
- d) Visiting relevant locations.

IV.1.3.2. No person shall be compelled, but entitled to provide self-incriminating information or information against his/her relative.

IV.1.4. Interview (face-to-face and phone interview)

IV.1.4.1. Besides interviewee, the interview shall be attended by at least two other persons.

Other than interviewee, interviewer and keeper of the minutes, the interview may be attended by competent Local Ethics Officer, representative of Company concerned by misconduct reported, involved in investigation as expert of the area concerned.

IV.1.4.2. Upon Reported Person's request, the interview may be attended by his/her manager exercising employer's rights, representative of interest representation organisation or legal representative s/he invited. Invitee may not make statements on behalf of interviewee, but may address questions to interviewee after the person who conducts the interview.

IV.1.4.3. At the interview, other persons interviewed (witness, expert) shall be informed of their rights relating to protection of personal data (name, position, conclusions made based on interview findings of the case).

Interviewee may request to have his/her personal data exclusively disclosed to - in addition to persons attending the interview -, Ethics Council members and Group Ethics Officer, or when this is appropriate under the circumstances, to Ethics Council Chairperson and Group Ethics Officer only.

IV.1.4.4. Minutes shall be kept or records taken at the interview, provided that it can be accessed by interviewee. Upon Reported Person's request, minutes shall be taken. Based on interviewee's express and prior consent, if seems appropriate, minutes can be taken by audio recording – in this case it is sufficient to have only interviewer and interviewee present. Based on such recording, a transcript shall be made.

IV.1.4.5. Rules on face-to-face interviews shall apply by analogy to phone and video conference interviews, provided that in case of phone interview, it is sufficient to have interviewer present even if only records are taken.

IV.1.5. Inquiries

IV.1.5.1. Persons contacted to supply documents and information required to conduct ethics procedures are obliged to send documents to inquiring Group Ethics Officer or Local Ethics Officer within 5 working days of receipt thereof.

By setting a reasonable deadline, Group Ethics Officer may invite competent Local Ethics Officer to carry out certain procedural steps (conduct interview; obtain data and documents, etc.), who shall complete such tasks and send relevant documents to Group Ethics Officer against deadline.

IV.1.6. Procedure in the absence of legal basis for controlling/transmitting Reported Person's personal data

IV.1.6.1. In cases where it is required to have further legal basis to control, transmit or process personal data by Group Ethics Officer and Ethics Council, but this legal basis is missing, the

investigation shall be carried out by Local Ethics Officer of Company concerned that is authorised to process such data, to whom Group Ethics Officer immediately forwards documents relating to the case, if any. During the investigation, only Local Ethics Officer may consult Ethics Council and Group Ethics Officer without transferring personal data or revealing identity of Reported Person.

Should the Company have no Local Ethics Officer or reason for exclusion apply thereto, the investigation shall be carried out by Chief Executive Officer of the Company in compliance with rules applicable procedures carried out by Local Ethics Officer. Should Chief Executive Officer of the Company be excluded from the procedure, it shall be carried out by other competent person appointed by Preparatory Committee in compliance with rules applicable to procedures carried out by Local Ethics Officer.

IV.1.7. Case deadlines

IV.1.7.1. Ethics procedures shall be carried out in due time, and no later than 30 days initiating or starting the investigation, the Group Ethics Officer or Local Ethics Officer is obliged to prepare a written report.

If investigation or assessment of or other circumstances relevant to the case require so, Group Ethics Officer or Local Ethics Officer may – in agreement with Preparatory Committee – extend the term of procedure by additional 30, or – when this is appropriate under the circumstances – maximum 60 days. Reporting Person and Reported Person shall be informed thereof.

IV.2. Launching ethics procedures, preliminary decision-making procedure

IV.2.1. Ethics procedure can be started upon ethics concern report (whistleblowing) or upon information known to the Group Ethics Officer. Any MOL Group company employee, or persons having a contractual relationship with any MOL Group company and any person having a legitimate interest in making a whistle-blower report or in remedying the conduct concerned may make an ethics concern report, when observing conduct or behaviour at any MOL Group company, filling station, supplier, contractor, distributor, contracted, sponsored or supported partners or joint venture that constitutes a breach of MOL Group Code of Ethics and Business Conduct and MOL Group Business Partner Code of Ethics norms.

Ethics procedure can be initiated by the Group Ethics Officer or the Preparatory Committee. Decision on launching an ethics procedure shall be made within 20 days after reception of ethics concern report or the information raising concerns according to chapter IV.2. of the Rules of Procedure. Preliminary information gathering and submission of missing information by the Reporting Person shall not be counted into this deadline.

Managers of MOL Group Companies are obliged to inform the Group Ethics Officer of any misconduct that breaches the MOL Group Code of Ethics and Business Conduct or MOL Group Business Partner Code of Ethics and corrective measures are applied, even if the situation and its perception are clear, and neither investigation nor Ethics Council resolution is needed.

IV.2.2. After a period of three years after the breach of MOL Group Code of Ethics and Business Conduct and MOL Group Business Partner Code of Ethics or after 1 year after the Reporting Person learns about the possible breach, procedure may only be initiated if this is especially justified under the circumstances and proportionate to the alleged breach.

IV.2.3. Investigation of a concern may be omitted if

- a) its substance is the same as a previous one;
- b) repeatedly reported by the same Reporting Person of the same issue;
- c) it is made more than six months after becoming aware of the act or omission;
- d) the ethics concern report is made anonymously or by an unidentifiable Reporting Person, but preliminary assessment of anonymous reports is compulsory;
- e) the prejudice to public interest or overriding private interest is not proportionate to the limitation of the rights of the person concerned.

Based on Group Ethics Officer proposal, Preparatory Committee shall decide on whether investigation of such reports should be omitted. Ethics Council may overrule this decision.

IV.2.4. Misconduct shall be reported and ethics procedures initiated through the channels listed in MOL Group Code of Ethics and Business Conduct and MOL Group Business Partner Code of Ethics.

IV.2.5. Recipient shall handle ethics concern reports and raised issues as follows:

All misconducts reported via phone or in person shall be recorded in writing.

If an ethics report is communicated to Ethics Council, directly to Ethics Council Chairperson, any Ethics Council member, or Local Ethics Officer, it shall be forwarded without delay to Group Ethics Officer.

Should the ethics report be sent to competent Local Ethics Officer, it is immediately forwarded – if it is necessary to obtain a lawful basis described in Section II:3.2.: without information identifying any persons – to the Group Ethics Officer and at the same time, s/he shall arrange for obtaining the legal basis for personal data handling and transmission.

IV.2.6. Reporting Person shall supply the following details and make the following statements to have ethics procedures launched:

- a) Name, work or home address, phone number and email address (when available) of Reporting Person, connection to MOL Group or description of legitimate interest in making a report or in remedying the conduct concerned (naturally not needed for anonymous reports);
- b) name(s), positions and MOL Group relations of Reported Person(s) (if known)
- c) specification of ethical misconduct presumed and all essential information required to assess the ethics case;
- d) evidence relating to the ethics case supporting the claim that the misconduct was committed.
- e) Reporting Person's statement to indicate that misconduct is reported in good faith based on circumstances s/he aware of or based on evidence reasonably assumed to be factual.

Reporting Person shall state in the report if he/she requests restricted handling of personal data, indicating whether it can be disclosed to Ethics Council members or Group Ethics Officer, or when this is appropriate under the circumstances, to Ethics Council Chairperson and Group Ethics Officer only.

IV.2.7. If basis of the ethics concern report it can not be properly decided whether starting a procedure or omitting an investigation is in order or the appropriate way of proceeding can not

be selected, request for supplementary information can be sent to the Reporting Person or preliminary information gathering can be carried out.

During preliminary information gathering Group Ethics Officer may collect data, inquire at MOL Group staff, make questions and access documents or interview the Reporting Person.

If the ethics concern report fail to conform to provisions of Section IV.2.6., Group Ethics or Local Ethics Officer shall return it with missing information listed and request the Reporting Person to supplement the report within a short – not more than 5 business days – deadline.

IV.2.8. Within 8 days of the date of becoming aware of the case – in case of supplementary information request, from the date of receipt thereof or failure to meet the deadline – Group Ethics Officer shall prepare a proposal for Preparatory Committee describing whether the case falls into Ethics Council Competence or not, starting a procedure is justified, what process would be appropriate or omission of investigation is justified. If ethics procedure is initiated after preliminary information gathering, the time of preliminary information gathering shall be taken as part of the procedure lead time.

IV.2.9. Without jeopardizing the protection ensured by law for whistle-blowers acting in good faith and the fair and unbiased investigation of raised concerns, if the reported misconduct(s) also constitute(s)

- a) failure to fulfil obligations arising from employment Group Ethics Officer shall – upon Preparatory Committee's decision – hand over the necessary information to manager exercising employer's rights for further measures; or
- b) any other breach associated with the specific contractual relationship, Group Ethics Officer shall – upon Preparatory Committee's decision – hand over the necessary information to the head of organisational unit responsible for managing the breached contract for further measures; or
- c) failure to fulfil obligations set out in special legislation or internal regulations (e.g. competition law, healthy, safety and environmental protection, security, retail customer complaint of not ethical nature), Group Ethics Officer shall – upon Preparatory Committee's decision – hand over the necessary information to professional organisation responsible for supervising the area concerned for investigation; or
- d) criminal offence and there is reason to suspect that it has been committed, Group Ethics Officer shall – upon Preparatory Committee's decision – hand over the necessary information to Security organisation to conduct investigation and launch law enforcement procedures.

Group Ethics Officer or Local Ethics Officer informs Reporting Person thereof.

IV.2.10. If the Group Ethics Officer or the Local Ethics Officer becomes aware based on the received ethics concern report or information that

- a) violation of the MOL Group Code of Ethics and Business Conduct and MOL Group Business Partners Code of Ethics is obvious and
- b) the supporting evidence is available, and
- c) the necessary measures do not require material consideration,

immediately prepares a simplified report (e-mail summary) for the Preparatory Committee, which allows the Preparatory Commission to establish the breach of the MOL Group Code of Ethics and Business Conduct and MOL Group Business Partners Code of Ethics with an

informal decision and make direct recommendations to the manager authorised to decide on the necessary actions.

Communication of such resolutions and recommendations and follow-up under IV.4.2. Consequence management is carried out by the Group Ethics Officer.

IV.2.11. Within a maximum of 3 working days after the Group Ethics Officer's proposal, Preparatory Committee shall make one of the following decisions:

- a) establish that the Ethics Council or other organizational unit of MOL Group has no competence to investigate or remedy the reported acts or omissions;
- b) establish that the act or omission reported does violate the MOL Group Code of Ethics and Business Conduct or the MOL Group Business Partner Code of Ethics and no other result is expected by initiating an investigation;
- c) not to conduct investigation in conformity with Sections IV.2.2.-IV.2.3.;
- d) establish that the report is not suitable for investigation, if
 - a. originates from unreliable source or
 - b. contains insufficient information in spite of the request for additional information, or
 - c. it is manifestly unsubstantiated or
 - d. highly inconsistent;
- e) decide that based on information and evidence given in the request there is no need for ethics procedure and determine type of and responsible unit for procedure required in line with Section IV.2.9. and transfer the case accordingly;
- f) information and evidence described in the request justify ethics investigation and initiates the procedure.

Provided the Reporting Person is known or be identifiable, Group Ethics Officer shall, within 5 working days, inform him/her in writing of the decision.

IV.2.12. In case of launching an ethics procedure (IV.2.11. f) Group Ethics Officer – or Local Ethics Officer on behalf thereof – shall immediately inform Reported Person of launched ethics investigation, and as appropriate, make arrangements of providing legal basis for personal data controlling and transmission (that can be found in Section II.3.2.). As necessary, Group Ethics Officer shall forward it to competent Local Ethics Officer of the Reported Person, to take measures required to obtain the legal basis for personal data controlling.

IV.2.13. Should a minor or trivial misconduct be reported, or the issue clearly related to business-line specific special topics, Group Ethics Officer shall on a discretionary basis decide on IV.2.11. a)-f) options.

In the course of such procedures, rules that apply to procedures carried out based on decision made by Preparatory Committee shall be followed, provided that Preparatory Committee tasks are addressed by Group Ethics Officer, except decision made on repeated/supplementary procedure carried out under Section IV.4.2.3.

Group Ethics Officer shall report status of these cases to Preparatory Committee on a bi-weekly basis.

IV.2.14. In procedures under IV.2.11. e), i.e. procedures carried out by other units than Group Ethics Officer (or competent Local Ethics Officer) ethics procedure shall be suspended and

inform Reporting Person thereof. Organisation carrying out investigation or manager authorized to make decisions under IV.2.9. or IV.2.10. shall inform the stakeholders, carry out procedures and make the necessary measures under rules and regulations applicable for their procedures. Group Ethics Officer shall monitor every procedure launched based on ethics concern reported.

Organisation carrying out investigation under IV.2.9. or IV.2.10. is obliged to inform Preparatory Committee of investigation findings via Group Ethics Officer within 30 days. Should organisation carrying out investigation fail to successfully conclude investigation within 30 days, it shall inform Group Ethics Officer of actual status, findings documented to date, reason for delay and expected time to complete. Based on this, Preparatory Committee may decide to launch additional ethics investigation or close the case. Group Ethics Officer shall inform parties concerned thereof in conformity with the rules stipulated under Section IV.4.1.

IV.2.15. On a quarterly basis, Group Ethics Officer shall inform Ethics Council of all ethics concern reports, including the simplified summary processes (IV.2.10.) and those without procedures launched (IV.2.11.). Should majority of Ethics Council members fail to agree with Preparatory Committee, Group Ethics Officer shall launch the investigation, or the EC Chairperson shall submit the case to the Council for decision.

IV.3. Ethics investigation of merits

IV.3.1. Should Preparatory Committee decide to investigate ethics concern reported, Group Ethics Officer (or Local Ethics Officer appointed by him/her) shall, within 5 working days and in writing, inform Reporting Person and Reported Person of the fact the Ethics Council launches ethics procedure against him/her based on the ethics concern report received, describe in detail allegations stated therein, inform him/her of rights relating to protection of personal data and rules applicable to processing of person data. Notification shall address all possible ethics violations alleged in the ethics report. If the investigation identifies any other potential misconduct, the person concerned shall be notified thereof within 5 working days.

Identity of Reporting Person may only be disclosed to Reported Person, when this is appropriate based on the nature of misconduct reported or it is necessary to effectively conduct the procedure.

IV.3.2. On an exceptional basis and when this is appropriate under the circumstances, Reported Person may be informed later, if immediate briefing (informed within 5 working days) would frustrate or jeopardise investigation.

IV.3.3. As part of the procedure starting notice, both Reporting Person and Reported Person shall receive a copy of this Rules of Procedure.

A copy of this Rules of Procedure shall also be sent to witnesses of the ethics case investigated. If during the course of procedure, it is suspected that they have breached norms of ethics, Group Ethics Officer (or Local Ethics Officer appointed by him/her) shall inform them thereof within 5 working days.

IV.3.4. Group Ethics Officer suspends the ethics procedure if

- a) a preliminary question subject to the investigation falling in the competence of another external or MOL Group organization until needs to be clarified, until it is done; or
- b) in the same or related issue an official or judicial proceeding has been initiated, until its final completion.

IV.3.5. Group Ethics Officer with the consent of the Preparatory Committee terminates the ethics procedure if

- a) it becomes obvious that the investigated conduct clearly does not violate the Code of Ethics and Business Conduct or the Business Code of Ethics;
- b) the investigation can not establish any Code of Ethics and Business Conduct or Business Partners Code of Ethics violation, and no other result is expected by continuing the procedure;
- c) the investigated conduct has been judged by the authority or court of justice, or the Ethics Council has previously adopted a resolution in the same issue.

The termination of the ethics procedure must be communicated with the Reporting Person, the Reported Person, or with the manager whose area of responsibility was affected by the procedure and with the competent local Ethics Officer.

IV.3.6. If it becomes apparent during the investigation that the investigated conduct

- a) constitutes a breach of contract, constitutes an infringement of a law or regulation, or – in exceptional and justified cases – violates unwritten standards, that would have to be sent to a special functional proceeding in the preliminary assessment phase;
- b) violations of the Code of Ethics and Business Conduct and the Business Partners Code of Ethics is obvious and evidence is available and the necessary measures do not require any material consideration

the Group-level Ethics Officer or the Local Ethics Officer shall immediately submit a simplified report (e-mail summary) to the Preparatory Committee and, with the agreement of the Preparatory Committee, shall give the information available to the head of the organizational unit authorized to carry out further procedures or to take action.

If the conduct under investigation also raises also ethical issues related to the expectations and values of the Code of Ethics and Business Conduct or the Business Partners Code of Ethics, also the Ethics Council procedure shall be continued. In the Ethics Council's resolution, besides its ethical considerations, the result of the specific functional procedure, as well as the taken executive measures, should be included to the extent necessary.

IV.3.7. In his/her investigation report, Group Ethics Officer shall describe tools of investigation used, established facts, proposed Ethics Council resolution and decision and proposed actions, including context and grounds of proposal - with processed documents, relevant messages exchanged and all other acquired evidence attached.

IV.3.8. Should the investigation be carried out by Local Ethics Officer or any other person, findings shall be forwarded by Group Ethics Officer to Ethics Council to decide on ethical misconduct. Local Ethics Officer prepares his/her report according to rules applicable to Group Ethics Officer reporting, without personal data if there is no legal basis for personal data controlling by or transmission to the Ethics Council.

Reports prepared by Group Ethics Officer and Local Ethics Officer shall be, with the opinion of Preparatory Committee, approved and presented for Ethics Council by Ethics Council Chairperson.

IV.3.9. Ethics Council may adopt basically one of the following resolutions on specific cases:

- a) State that the conduct under investigation, violated one or more norms set forth in MOL Group Code of Ethics and Business Conduct or MOL Group Business Partner Code of Ethics;

- b) state that the conduct under investigation did not violate the MOL Group Code of Ethics and Business Conduct or MOL Group Business Partner Code of Ethics;
- c) due to lack of evidence the violation of MOL Group Code of Ethics and Business Conduct or MOL Group Business Partner Code of Ethics can not be established;
- d) violation of the MOL Group Code of Ethics and Business Conduct or MOL Group Business Partner Code of Ethics can not be established, however, the Ethics Council identified an anomaly that carries the potential of harm to MOL Group ethical values.

Ethics Council shall conclude resolutions in writing, with reasons stated.

IV.4. Communication of resolutions, consequence management, repeated/supplementary procedures

IV.4.1. Communication of resolutions

IV.4.1.1. Ethics Council closes procedures by adopting resolutions that are communicated to parties concerned by Group Ethics Officer within 8 days.

Ethics Council resolutions shall be communicated to Reporting Person and Reported Person subject to procedure, to the manager of the area concerned/exercising employer's rights over Reported Person.

A copy of Ethics Council resolutions shall be sent to competent Local Ethics Officer.

IV.4.2. Consequence management

IV.4.2.1. Should misconduct be found substantiated, Ethics Council shall put forward recommended measures for the manager of the area concerned/exercising employer's rights over Reported Person. If recommended measures involve disciplinary measures, Ethics Council shall consult the manager exercising employer's rights in advance.

Should it be so mandated by legislation under the conditions stated therein, Ethics Council shall, instead of stating that ethical misconduct is found substantiated, initiate procedures to be carried out by competent authority. Should filing a criminal complaint be considered appropriate, it shall be initiated in consultation with the organisation responsible for security investigations and authority relations on criminal matters.

IV.4.2.2 Based on Ethics Council resolution, the manager of the area concerned/exercising employer's rights over Reported Person shall, within 15 days, decide on required additional measures, applicable penalties and taking ethical misconduct into account as part of performance evaluation, and immediately notify Group Ethics Officer thereof. If the recommendations justify, Group Ethics Officer may exceptionally set 30 days deadline for decision making thereon.

Should the manager concerned fail to take measures required based on Ethics Council recommendations, Group Ethics Officer shall notify his/her manager exercising employer's rights, who shall decide on required additional measures, applicable penalties and taking ethical misconduct into account as part of performance evaluation, and immediately notify Group Ethics Officer thereof.

IV.4.2.3. No ethics investigation or findings thereof may entitle Reporting Person to receive compensation of any kind or to enforce any kind of claims otherwise subject to legal proceedings.

IV.4.3. Request for review (repeated/supplementary investigation)

IV.4.3.1. In view of Ethics Council's decision, persons concerned may, within 8 days of receipt of decision notification, request continuation of procedure or supplementary decision, if they become aware of essential information not yet taken into account during the procedure. Preparatory Committee shall decide on launching repeated/supplementary investigations. Repeated/supplementary investigation shall primarily mean a review of existing documents and face-to-face interviews may only be involved when this is appropriate under the circumstances.

IV.4.4. Publicity of resolutions

IV.4.4.1. Ethics Council shall decide on publication of specific or general ethics resolutions – without details that could identify persons concerned. Decision communicated to Reporting Person and/or published shall not contain any information that could violate privacy of any MOL Group Member or any other legal or private entity subject to ethics procedure, in particular, information that would infringe or jeopardise business secrets, privacy, or data protection rules.

IV.4.4.12. Should any given case involve administrative/court procedure, Ethics Council Chairperson may authorise use of Ethics Council resolutions in the course thereof. In case of administrative/court requests, Group Ethics Officer is obliged to make requested case documents available to the relevant authority/court.

IV.4.5. Archiving/Deleting data

IV.4.5.1. Should investigation find that misconduct reported is unsubstantiated or no further measures required, report details shall be deleted within 60 days of completion of investigation.

Should measures be taken based on investigation findings, report details shall be handled in the non-compliance reporting system until the final conclusion of procedures initiated based on misconduct report.

IV.4.5.2. Ethics Council meeting and circular vote minutes not containing personal data, must be kept for 3 years.

The findings of the Ethics Council's resolutions, deprived of data that can identify the persons concerned, are public.

V. CLOSING PROVISIONS

V.1. Amendment of Rules of Procedure

Ethics Council member is authorised to initiate amendment or completion of these Rules of Procedure.

V.2. Transitional rules

This version of Rules of Procedure shall apply to cases initiated after its date of effect.