
STATUTES OF THE BUDDIES SOCIAL CLUB ASSOCIATION

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on the basis of Act V of 2013 with changes in uniform structure¹

The right of association is a fundamental freedom available to every individual. Based on the right of association, everyone has the right to establish organisations or communities with others and/or to take part in their activities.

In accordance with the objectives defined herein, the Statutes of the Association ensure the democratic operation of the organisation and promote the enforcement of the members' rights and obligations.

I.
Data of the Association

Full name of Association:	Baráti Szociális Club Egyesület
Full name of Association in English:	Buddies Social Club Association
Short name of Association:	BSC Egyesület
Short name of Association in English:	BSC Association
Head office of Association:	Budapest, 1139 Váci út 81-85. 1134 Budapest, Dózsa György út 61-63.

1. The head office of the Association is located at the head office of ~~ExxonMobil Business Support Center Hungary Ltd.~~ **ExxonMobil Hungary LLC**. The geographical extension of the operation of the Association has local competence.

II.
Objectives and Activities of the Association

1. Objectives of Association:
The objective of the Association is to promote good relations and friendship among the employees of ~~ExxonMobil Business Support Center Hungary Ltd.~~ **ExxonMobil Hungary LLC** and other ExxonMobil subsidiaries within Hungary (collectively hereinafter referred to as "ExxonMobil Subsidiaries"), including employees of non-Hungarian ExxonMobil subsidiaries who may be based on assignment at one of the ExxonMobil Subsidiaries (known as "Expatriate Employees"), through social/communal, sports and cultural activities.
2. Activities of Association:
The Association shall attain its objectives in particular by way of the following methods and activities on a non-exclusive basis:
 - 2.1 Social / Communal / Educational activities
These activities primarily include the social and charitable activities pursued by the members. A number of these activities shall be organised in cooperation with charitable organisations which are recognised and registered in Hungary and which play a key role in voluntary work. These activities are, for instance:
 - providing support for institutions of education - schools, colleges of higher education and universities - in Hungary;
 - providing support for people in need (e.g. organisation of meetings for children during the holidays and/or at the end of the year, etc.);
 - setting up charity funds through the organisation of various events and the sale of goods.
 - 2.2 Sports activities

¹ In accordance with resolutions No.11.Pk.60.976 / 2006/28. and 32. of the Metropolitan Court

These activities include the organisation of sports championships, the establishment of sports clubs and the organisation of various weekend sports events within the Association.

2.3 Cultural activities

The Association recognises the importance of respecting and understanding both Hungarian culture and the various international cultures, with special regard to the multi-cultural nature of the ExxonMobil Company Group and the majority of the members of the Association. These activities focus on the organisation of cultural events and experiences for the members.

3. The Association shall avoid any political, linguistic, philosophical or religious opinions or declarations.
4. The donations received by the Association may only be used in accordance with the objectives and activities determined in Sections 1 and 2 of the present Chapter II, with the provision that it is forbidden to provide any kind of cash benefit for the members.
5. For the purpose of the attainment of its objectives, the Association shall establish and maintain international relations.
6. The Association is a legal entity.
7. The Association shall come into existence upon its registration.
8. ~~ExxonMobil Business Support Center Hungary Ltd.~~ **ExxonMobil Hungary LLC** shall be one of the main financial supporters of the Association.

III.

Coming into existence and cessation of membership

1. The annual average number of members is at least one hundred (100). The Management Committee shall decide upon the admission of persons seeking to become members. If the number of the Association's members does not reach the minimum 100 in two consecutive years, the next General Meeting shall, as part of its agenda, deliberate the termination of the Association.
2. The Management Committee shall keep record of the Association's members (member's register) at the Association's head office. The member's register shall contain the first names, surnames and addresses of the natural person members and the names, registration numbers and head offices of members who do not qualify as natural persons. Upon becoming members, members shall authorise the Association and to enter the Management Committee to manage their personal data in accordance with the objectives their personal data in the member's register and activities of the Association, pursuant to the rules of law.

Every member shall be entitled to consult the member register to ascertain the accuracy of his/her/its own personal data. No copy may be provided of the member register either in its entirety or in the form of extracts. The member register may not be disclosed to third parties unless prescribed by law.

3. The Association shall be comprised of the following members:
 - 3.1 Founder members

The founder members are the persons who were involved in the establishment of the Association. The founder members qualify as ordinary members of the Association.
 - 3.2 Ordinary members
 - 3.2.1 The employees of any ExxonMobil Subsidiaries and the Expatriate Employees, may become ordinary members. In addition, employees of ~~ExxonMobil Business Support Center Hungary Ltd.~~ **ExxonMobil Hungary LLC** may also become an ordinary member of the Association. A condition of ordinary membership is that the prospective member shall declare his/her/its intention of joining the Association by completing and signing the online entrance declaration available on the website of the Association, recognise

the Association's Statutes as binding on himself/herself, and gain admission as a member itself on the basis of the decision of the Management Committee.

3.2.2 The refusal of an application for admission shall not prevent the applicant from repeatedly filing an application for admission following such refusal.

3.3 Supporting Members (with specific status)

3.3.1 The direct relatives of ordinary members (spouse, common-law-spouse and children) and anyone who is admitted by the Management Committee as supporting member (in Hungarian: "pártoló tag") following individual deliberation may become supporting members.

Entrepreneurs, temporary employees and the former employees of ExxonMobil subsidiaries may be admitted as supporting members by the Management Committee.

3.3.2 A condition of supporting membership is that the applicant shall declare his/her/its intention of joining the Association by completing and signing the entrance declaration, satisfactorily verify his/her/its identity, recognise the Association's Statutes as binding on himself/herself/itself, pay the annual or biannual Association membership fee and gain admission as an associated member on the basis of the decision of the Management Committee.

3.3.3 The establishment of supporting membership requires that the candidate expresses his/her/its intention of entry by completing and signing the entry form downloadable from the website of the Association, and sending back the scanned version thereof to the Association by way of electronic means, and confirm their identity to the satisfaction, to be bound by the Statutes of the Association, perform capital contribution, and gain admission as a member on the basis of the decision of the Management Committee.

3.3.4 Supporting members participate in the operation of the Association only by their capital contribution, they shall have no right of voting concerning the election of office holders for the organs of the Association may not be elected as office holders and have only right of consultation in the decision-making process of the organs of the Association.

4. Cessation of membership

4.1 Membership shall cease:

- through withdrawal,
- through exclusion,
- through the natural person member's death,
- through the termination of an ordinary Members' employment with an ExxonMobil subsidiary,
- in the case of a legal entity or unincorporated association, through its cessation without a legal successor;
- in case of Supporting members, at the end of the calendar year.

4.2 Members shall report their intended withdrawal to the Management Committee in writing. The day of the delivery to the Management Committee of the notice concerning the intended departure shall qualify as the day of departure. The Management Committee shall, without delay after becoming aware of the Members' departure, delete the member from the member's register.

4.3 The Management Committee may expel a member by the simple majority and by open ballot if the member has seriously or repeatedly infringed the law, the present Statutes of the Association or any resolution of the General Meeting.

The Management Committee has authority to conduct procedures for the member's exclusion upon the request. When so requested by any member or body of the Association. The member shall be invited to the meeting of the Management Committee with the warning if absent, the meeting will be held nonetheless and it does not encumber adopting resolution.

The possibility of defence shall be granted on the meeting. On the meeting the member is entitled to be represented by a representative. The resolution for the exclusion of the member shall be put in writing, and the statement of reasons shall indicate the facts and evidence underlying the exclusion decision, as well as information on legal remedies. The Management Committee shall adopt the resolution on exclusion within 30 days from the opening of the procedure and the resolution shall be delivered provably to the member concerned in 8 days in certified manner.

The excluded member may appeal before the General Meeting against the Management Committee's resolution of first instance within 15 days calculated from the delivery of the resolution. The General Meeting shall decide about the exclusion by simple majority and by open ballot on the upcoming meeting. The General Meeting adopts and communicates a resolution verbally and it shall communicate in writing, as well within 8 days in certified way.

5. Membership fee / capital contribution

5.1 The establishment of the ordinary membership relationship shall not be subject to the payment of membership fees; ordinary members shall not be obliged to pay membership fees.

5.2 Supporting Members (with specific status) departing or excluded from the Association for any reason may not lay any claim for the assets of the Association or for the partial or full repayment of the capital contribution.

IV.

Members' rights and obligations

1. The ordinary members of the Association:

- have the rights of consultation and voting at the General Meeting,
- may elect and may be elected as the Association's office holders,
- may make proposals and table motions,
- are entitled to the benefits due to the members of the Association,
- are entitled to take part in the activities and events of the Association,
- are entitled and obliged to take part in the implementation of the Association's objectives to the best of their abilities and may not jeopardize the implementation of the objectives and the activities of the Association,
- are obliged to observe the provisions of the Association's Statutes,
- are obliged to report any changes in their personal details to the Management Committee within 8 days.

2. The supporting members of the Association

- have the right of consultation at the General Meeting,
- are entitled to take part in the events of the Association,
- are entitled to take part in the implementation of the Association's objectives to the best of their abilities,
- are obliged to comply with the provisions of the Association's Statutes,
- are obliged to perform capital contribution determined by Management Committee.

V.

Organisation and office holders of the Association

1. Organisation of the Association:

- 1.1 General Meeting
- 1.2 Management Committee,
- 1.3 Supervisory Committee, and if have been established
- 1.4 Sections and Sub-Sections.

1.1 General Meeting

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1.1.1 The General Meeting is the decision-making body of the Association which consists of ordinary and supporting members. The Association shall hold a General Meeting at least once annually. The General Meeting shall be convened by the President by 20 May of each year (ordinary General Meeting). A General Meeting shall also be convened if ordered by a court or requested in writing by one third of the members in a letter addressed to the Management Committee stating the reasons and purpose. The President shall convene a General Meeting initiated by one third of the members in writing by the 60th day following the delivery of the letter, at the latest. The President shall be entitled to convene an extraordinary General Meeting. The President shall be obliged to convene an extraordinary General Meeting if the Management Committee so decided or if requested by at least one third of the members in writing in a notice submitted to the Management Committee which states the purpose thereof. If the President fails to convene an extraordinary General Meeting by the 60th day reckoned from the receipt of the written request, the Management Committee shall convene the General Meeting by the 30th day reckoned from the 60th day, at the latest. If the Management Committee fails to meet the obligation of convening the General Meeting, at least one third of the members shall be entitled to do so. The General Meeting may be conducted; moreover, resolutions may be passed for any matters by means of electronic telecommunication device with no personal participation, which – as proper device – is designed to handle dialogues between the members, and provides adequate facilities for debates without any restriction, and is able for the identification of the persons participating in the meeting. The discussions of the General Meeting held by way of electronic means of communications and the resolutions adopted shall be recorded using a reliable manner, so it can be retrieved at any time in the future. In respect of the events of the General Meeting, minutes shall be drawn up, and it shall be signed (certified) by the President of the Management Committee and one other member of the Management Committee.

1.1.2 The Management Committee shall call the General Meeting in order to provide for the necessary measures if:

- the association's assets are insufficient to cover its outstanding debts;
- it is presumed that the association will not be able to meet its liabilities when due; or
- achieving the association's goals no longer appears feasible.

The members in the General Meeting are required to take measures for eliminating the cause on account of which the meeting was called, or shall decide on the dissolution of the Association.

1.1.3 The General Meeting shall be convened 15 days prior to the scheduled date in writing, in verifiable way by stating the venue, time and planned agenda of the meeting. The registered and certified mail and the confirmed Email are considered to be delivered in writing and in verifiable way.

The invitation to the General Meeting shall contain the name, registered address of the Association, the date and place of the meeting and the proposed agenda. The agenda shall be indicated in the invitation in sufficient detail to enable the persons entitled to vote to formulate an opinion on the subjects to be discussed. The invitation shall contain the place and time of the reconvened General Meeting in the event of failure to meet quorum requirements and the warning that the reconvened General Meeting shall have a quorum for the issues of the original agenda irrespective of the number of those present.

The invitation to the General Meeting shall be published at quorum the registered seat of the Association and on its website.

Within eight days calculated from the delivery or public disclosure of the invitation to the General Meeting, members and the bodies of the Association may request additions to the agenda from the President of Association, with the reasons indicated. The President

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of Association shall decide whether to add the proposed item to the agenda and shall inform the members about it before the date of the General Meeting. If President of Association has not decided to make additions to the agenda, or refused the request, the General Meeting shall decide before adopting a resolution on the agenda whether or not to make any additions to the agenda.

The further proposed items which are not mentioned in the invitation shall only be discussed by the General Meeting, if the members are informed on them in advance. The General Meeting may only adopt decisions on the items on the agenda.

The General Meeting shall have a quorum if more than one half of the ordinary members are present. If the General Meeting cannot be held due to the lack of a quorum and the members were informed thereof in the invitation to the General Meeting, the repeated General Meeting shall have a quorum regardless of the number of attendees provided that the members were informed about this in the invitation. The repeated General Meeting may only discuss the items on the original agenda. The repeated General Meeting shall be convened within 3 days.

Quorum shall be assessed for each decision.

A resolution passed by a three-quarter-majority of the members with voting rights shall be required for the amendment of the objectives of the Association and for a decision on the dissolution of the Association. Should there be no quorum at the General Meeting, a repeated General Meeting shall be convened within the subject month, but no later than fifteen (15) days following the date of the first General Meeting.

1.1.4 The following matters shall fall within the exclusive competence of the General Meeting:

- establishment and amendment of the Statutes,
- election and recall of the office holders of the Association (members of Management Committee, members of the Supervisory Committee, members of, Sections, Sub-Sections)
- determination of annual budget for the current year,
- approval of annual report according to the Accounting Act for the previous year,
- approval of annual report of Management Committee,
- releasing the Management Committee from liability in respect of previous year,
- declaring the dissolution of the Association,
- decision on merger with another association or divided into associations,
- approval to conclude contracts between the association and one of its members, its executive officer, supervisory board member or their close relatives,
- decision on the enforcement of claims for compensation from present or previous members, executive officers and supervisory board members, or from the members of any other bodies of the association,
- appointment of a receiver.

1.1.5 The Office holders of the Association – on the votes of the two-third majority of the General Meeting – may be recalled, if the office holder:

- violates the Statutes of the Association;
- does not proceed in accordance with the aims of the Association;
- does not attend at least 80 % of the meetings of a body where he /she holds a function.

1.1.6 Each member shall have one vote, in the event of a tie in the votes, the vote shall be repeated. In the event of a tie in the votes in the case of the repeated vote, the question shall be replaced from the agenda.

1.1.7 The General Meeting shall adopt its decision by open ballot and by simple majority, based on the votes of 50% of the persons entitled for votes of a quorate General Meeting + 1 vote. In the course of the adoption of decisions, „yes”, „no” and „abstention” votes may be cast.

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- 1.1.8. In the process of adopting a resolution the following persons may not vote:
- any person for whom the resolution contains an exemption from any obligation or responsibility, or for whom any advantage is to be provided on the burden of the legal person;
 - any person with whom an agreement is to be concluded according to the resolution;
 - any person against whom legal proceedings are to be initiated according to the resolution;
 - any person whose family member has a vested interest in the decision, who is not a member or founder of the legal person;
 - any person who maintains any relation on the basis of majority control with an organization that has a vested interest in the decision; or
 - any person who himself/ herself has a vested interest in the decision.
- 1.1.9 The three-quarter-majority of the attendees of a quorate General Meeting shall be required for the following:
- modification of Statutes,
 - recall of the members of the Management Committee and members of the Supervisory Committee,
 - decision on merger with another association and,
 - decision on division into associations.
- 1.1.10 Upon the initiative of any of the attending members, the General Meeting shall be entitled to order a secret ballot approved by simple majority.
- 1.1.11 The members of the Management Committee and the members of the Supervisory Committee shall be elected by open ballot.
- 1.1.12 The General Meeting shall be chaired by the member appointed by the President in agreement with the Management Committee (Chairman of the General Meeting).
- 1.1.13 The Chairman of the General Meeting shall draft an attendance sheet of the attendees of the General Meeting which shall contain the names, addresses and signatures of the attendees.
- 1.1.14 Minutes shall be taken of the General Meeting by the minutes keeper elected by a simple majority of the votes by the General Meeting which shall be attested by two members elected by a simple majority of the votes of the General Meeting (Certifiers). Two vote counters shall be elected by the General Meeting by a simple majority of the votes. The minutes contain the number of the resolutions, the content of the decisions, the time and effect, the rate of "yes" and "no" votes.
- 1.1.15 Members shall be informed of the decisions adopted by the General Meeting through copies of the minutes of the General Meeting sent to them within one month of the date of the General Meeting. Members may contact the Management Committee with comments concerning the minutes of the General Meeting. The final minutes of the General Meeting shall be approved at the following General Meeting.
- 1.1.16 A member may be represented by another member of the Association, based on his/her authorisation, at the General Meeting in connection with any item on the agenda, excluding the election of the members of the Management Committee.
- 1.1.17 The agenda of the annual ordinary General Meeting shall contain at least the following items:
- establishment of quorum of meeting;
 - approval of minutes of previous General Meeting;
 - reports of the Sections and Sub-Sections as per point IV.1.4 of the Statutes concerning their activities (in case they operate);
 - report of the Supervisory Committee on the annual report according to the Accounting Act of the Association;

- approval of the annual report of the Association according to the Accounting Act and releasing the Management Committee and its members from liability;
- debate /refusal of the current year's budget;
- approval of plan for current year's activities.

1.2 Management Committee

1.2.1 The Management Committee is the operative and representative body of the Association which performs the management of the Association, in particular:

- performing daily administrative tasks, taking decisions within the competence of management;
- preparing reports and accounts and submitting them to the General Meeting;
- preparing the annual budget and submitting it to the General Meeting;
- setting the agenda for the general meeting convened by the Management Committee;
- attending the General Meeting and providing answers to questions concerning the association;
- monitoring the existence of any other cause for winding up the association, and taking measures as provided for in this Act if such cause has occurred
- exclusion of members;
- approval of draft items on the agenda of the General Meeting;
- providing for the implementation of the decisions of the General Meeting;
- adoption of decisions with respect to the activities of the Association;
- decision on the admission of members;
- establishment of the amount of the capital contribution applicable to the reference year, until December 31th of the year preceding the reference year (supporting members);
- may decide on the relocation of the Association's head office;
- may decide that persons who are not members of the Association may also take part in certain activities organised by the Association;
- providing for keeping the documents of the Association, as part of which the Management Committee shall keep the following:
 - member's register;
 - minutes of the meetings of the Management Committee;
 - minutes of the General Meetings;
 - list of authorisations stating purpose and term of validity.

1.2.2 The Management Committee shall manage the Association's assets in accordance with the legal rules. The Management Committee shall be entitled to all competence which is not expressly delegated to the General Meeting or the Supervisory Committee by law or by the present Statutes. This competence includes in particular:

- opening and closing of bank accounts;
- management of the funding of the Association;
- conclusion of contracts on behalf of the Association;
- ensuring that the books of the Association comply with the Act C of 2000 on Accounting;
- preparation of budget and analysis of utilisation of funds;
- keeping contact with the authorities and submission of official/legal documents;
- convening of the General Meeting, notifying members and the bodies of the Association;
- Arrangement for deposit and publication of annual report according to the Accounting Act.

1.2.3 The Management Committee shall elect its President from among its members by open ballot. The President and one member of the Management Committee (including also the Vice-President) or the Vice-President and one member of the Management Committee (including also the President) shall jointly represent the Association before courts and other authorities.

The Management Committee may assign tasks to one or several of its members. The relevant authorisations may be signed by any two persons of the President, the Vice-President and the Treasurer on the basis of the decision of the Management Committee. The Management Committee shall determine the extent and term of validity of such authorisations.

Contracts concluded by the Association, commitments and binding legal acts shall be jointly signed and performed by the President and one member of the Management Committee. In the event of its violation, the present provision shall not be applicable vis-à-vis third parties, however, the members of the Management Committee shall bear personal liability for compliance therewith.

- 1.2.4 The Management Committee shall consist of eight (8) ordinary members; the members shall be elected by the General Meeting by open ballot for a period of 2 years. The members of the Management Committee may be re-elected.

If a Management Committee membership position becomes vacated through resignation, departure from the ExxonMobil Company Group or death, the Management Committee shall convene an extraordinary General Meeting within 3 months of the event for the election of a new Management Committee member. The Management Committee is entitled to assign another member of the Management Committee to substitute the lacking member.

- 1.2.5 The members of the Management Committee shall be held liable for damages caused to the Association resulting from his/her management activities in accordance with the provisions on liability for damages for loss caused by non-performance of an obligation.

If members of the Management Committee cause damage to a third party in connection with their office, liability in relation to the injured person lies with the members of the Management Committee and the Association jointly and severally.

- 1.2.6 The Management Committee shall feature at least the following offices:

- President;
- Vice-President;
- Treasurer;
- Secretary;
- Social / Communal Activities Coordinator;
- Sports Activities Coordinator;
- Cultural Activities Coordinator;
- Marketing Activities Coordinator.

The members of the Management Committee shall receive no remuneration for holding these offices.

The detailed responsibilities of the individual Management Committee members shall be determined by the Management Committee.

- 1.2.7 The Management Committee shall meet monthly or at any time at the President's request when required by the operation of the Association. The meetings of the Management Committee shall be convened by the President in writing. The planned items on the agenda shall also be stated. The invitation shall be sent to the members with such timing that there shall be a minimum period of 15 days between receipt of the invitation and the date of the meeting. The Management Committee shall only have a quorum if four members are present at the meeting, including the President and the Vice President. The Management Committee shall adopt its decisions by simple majority and by open ballot. In the course of the adoption of decisions, the ordinary members of the Management Committee shall have one vote each, while the President, too, shall have one vote. In the event of a tie in the votes, adoption of decision shall be repeated, in the event of a tie in the votes repeatedly, the proposal shall be deemed rejected. Minutes shall be kept of the meetings of the Management Committee. The

minutes shall be kept by one member of the Management Committee and shall be attested by the President.

In the process of adopting a resolution the following persons may not vote:

- any person for whom the resolution contains an exemption from any obligation or responsibility, or for whom any advantage on the burden of the legal person;
- any person with whom an agreement is to be concluded according to the resolution;
- any person against whom legal proceedings are to be initiated according to the resolution;
- any person whose family member has a vested interest in the decision, who is not a member or founder of the legal person;
- any person who maintains any relation on the basis of majority control with an organization that has a vested interest in the decision; or
- any person who himself has a vested interest in the decision.

The minutes of the meetings of the Management Committee shall be taken in Hungarian language and shall be approved at the next meeting of the Management Committee as the first item on the agenda.

1.2.8 The Management Committee shall keep records of the minutes of the General Meetings (Records of Minutes of General Meetings). The records shall be accessible to any member.

1.2.9 The President and any other member of the Management Committee or the Vice-President and any other member of the Management Committee shall be jointly entitled to represent the Association towards third parties. The President and one member of the Management Committee or the Vice-President and one member of the Management Committee shall be entitled to dispose of the Association's bank account collectively.

1.2.10 The President shall:

- manage the operation of the Association;
- convene the meetings of the Management Committee;
- make the necessary preparations for the meetings of the Management Committee;
- chair the meetings of the Management Committee;
- provide for the lawful operation of the Association;
- provide for the convening of the General Meeting, the preparation of the documents necessary for discussing the items on the agenda and the timely forwarding thereof to the members;
- provide for the implementation of the decisions of the General Meeting and the Management Committee;
- organise and coordinate the administrative work within the Association;
- if the Association has any employees, exercise the employer's rights;
- manage the Association's local and international relations.

1.2.11 The members of the Management Committee shall:

- play an active role in the work of the Management Committee;
- provide for the implementation of the decisions of the Association;
- provide for the preparation of the documents necessary for discussing the items on the agenda of the General Meeting and the timely forwarding thereof to the members;
- perform the administrative work related to the operation of the Association;
- one member of the Management Committee together with the President or Vice-President of the Association shall be entitled to dispose of the Association's bank accounts;
- are obliged to take part in the General Meeting, to answer the questions relating to Association, to report the activities and economic situation of Association.

1.2.12 Term and cessation of the mandate of the members of the Management Committee

The mandate of the members of the Management Committee shall last 2 years.

The mandate of the members of the Management Committee shall terminate:

- through expiry of the designated term of office;
- through resignation;
- through recall;
- through the members' death;
- through the termination of the Members' employment with an ExxonMobil subsidiary, provided that the member is an ExxonMobil employee;
- if executive officer's legal capacity is limited in the scope required for discharging his/ her functions;
- through the occurrence of any grounds for exclusion or any reason giving cause to conflict of interest.

1.3 Supervisory Committee

- 1.3.1 The Association's Supervisory Committee shall be comprised of three members who are elected by the General Meeting for a term of 3 years. The members of the Supervisory Committee may be re-elected. The Supervisory Committee shall only have a quorum if all the members are present at the meeting. The members and President of the Management Committee may not be the members of the Supervisory Committee. The members of the Supervisory Committee shall elect the President of the Supervisory Committee of themselves by secret ballot and by simple majority.
- 1.3.2 The Supervisory Committee shall be convened by the President of the Supervisory Committee at least once annually, in writing, with regard to the planned items on the agenda. The Supervisory Committee shall adopt its decisions by open ballot and by simple majority. The Supervisory Committee shall keep records, on the basis of which it is possible to establish the contents and date of the decisions adopted at the meeting of the Supervisory Committee, the method of decision-making, the ratios of yes and no votes cast, the number of abstentions and the effect of the decisions. (Records of Decisions of the Supervisory Committee.) These records shall be accessible to any members of the Association. In other respects, the operation of the Supervisory Committee shall be duly governed by the rules applicable to the Management Committee.
- 1.3.3 The Supervisory Committee shall supervise the operation and management of the Association and responsible for supervising the association's bodies, observing the law and monitoring the implementation of the Statutes and the resolutions of the Association. As part of this, the Supervisory Committee may request reports from the members of the Association and, if the Association has any employees, may request information from the Association's employees, and may consult and inspect the Association's books and documents.
- 1.3.4 The members of the Supervisory Committee may or shall attend the General Meeting with the right of consultation if a legal rule or the present Statutes so provide. The Management Committee may invite the members of the Supervisory Committee to its own meetings. The members of the Supervisory Committee shall attend these meetings with the right of consultation.
- 1.3.5 The Supervisory Committee shall inspect all reports and proposals featured on the agenda of the General Meeting, and shall disclose its opinion thereon to the General Meeting prior to the adoption of a decision on the given item on the agenda.
- 1.3.6 The Supervisory Committee shall inform the body entitled to take action or its competent member and shall initiate the convening of a meeting if it becomes aware that:
- a) a breach of law or an event (omission) otherwise grossly violating the interests of the Association occurred in the course of the operation of the Association, where the termination of such breach of law or event or the elimination or

alleviation of its consequences necessitates the decision of the body that is entitled to take action.

- b) A fact giving rise to the liability of the members of the Management Committee arises.
- 1.3.7 At the initiative of the Supervisory Committee, the body entitled to take action shall be convened within 30 days of such initiative. If the meeting is not convened within this time limit, the Supervisory Committee itself shall be entitled to convene the body concerned.
- 1.3.8 If the authorised body fails to take the measures which are necessary in the interest of the restoration of lawful operations, the Supervisory Committee shall, without delay, notify the agency providing legality supervision.
- 1.3.9 For the termination of the mandate of the members of the Supervisory Committee, the provisions of subsection 1.2.12 of Chapter V of the Statutes shall apply accordingly.

1.4 Sections and Sub-Sections

- 1.4.1 Any of the members of the Association may propose the establishment of Sections and Sub-Sections to the Management Committee in harmony with the objectives and activities determined in Clauses 2 and 3 of Chapter I. The written application of 10% of the members but at least 15 members shall be required for the establishment of a Section. The members of the Sections shall be elected by the simple majority of the General Meeting.
- 1.4.2 The Sections and Sub-Sections shall hold regular meetings with the competent Management Committee Coordinator, of which minutes shall be taken. The Sections and Sub-Sections shall be responsible for collecting the documents related to the utilisation of the funds spent and for forwarding them to the Treasurer to facilitate the Association's bookkeeping.
- 1.4.3 The budget of each Section shall be established on the basis of the proposed activities of the given Section. Following the approval of the budget, the Management Committee shall place the funds at the disposal of the Section to the extent necessary for the fulfilment of the activities of the Section.
- The Management Committee shall be notified of any conflicts between the Sections.
- 1.4.4 Each Section shall be headed by the office holders elected by the members of the Section at the meeting of the Section. Section meetings shall be convened at least two weeks prior to the date thereof. It is mandatory for the members of the Section to attend the Section meetings.
- 1.4.5 Each Section shall have at least two office holders, the Section President and the Section Treasurer, who are simultaneously ordinary members. The Section President and the Section Treasurer shall receive no remuneration for their work and their mandate shall be valid for a period of two years. They shall be elected on the basis of the simple majority decision of the members attending the Section meeting.
- 1.4.6 Ordinary Association membership shall not automatically permit Section membership.
- 1.4.7 A Section may also organise activities which are open to all the members of the Association.

VI.

Accounting and reporting matters

- 1.1.1 The accounting year shall extend from 1 January to 31 December. The accounting books of the Association are kept in Hungarian and in Hungarian Forints.

1.1.2 The Management Committee shall draft the Association's balance sheet and annual report by the end of every accounting year in accordance with the Act C of 2000 on Accounting. The annual report according to the Accounting Act, upon the examination of the Supervisory Committee and in possession of its opinion, shall be approved by the ordinary General Meeting of the Association and shall be deposited and published until the last day of the fifth months subsequent to the last day of the previous accounting year.

1.1.3 The Association's funds shall be placed onto the Association's bank account.

The President and one member of the Management Committee or the Vice-President and one member of the Management Committee shall be jointly entitled to open and close bank accounts and to request loans on behalf of the Association and its Sections.

Based on due and proper authorisation, the President and one member of the Management Committee or the Vice-President and one member of the Management Committee shall be entitled to jointly execute financial transactions, to reclaim cash and to pay invoices. The Treasurer and the President shall keep records of the copies of bank account statements.

VII. Cessation of the Association

1. The Association shall terminate if
 - declared terminated by its members;
 - terminated by a body so authorized;
 - the association has fulfilled its purpose, or if achieving the association's objective is no longer possible, and a new objective has not been determined; or
 - the number of members of the association remains below ten for six consecutive months
 - merge with another association or divided into associations only

provided that the Association shall be cancelled from the register.
2. In the case of the Associations voluntary dissolution the relevant tasks shall be carried out by the President, the Treasurers and two liquidators appointed by the General Meeting. The office holders and the liquidators shall receive no remuneration for their work. The resolution on voluntary dissolution may not be passed if the execution towards the Association was unsuccessful or the insolvency of the Association has been judged by the court.
3. In case of voluntary dissolution after payment of outstanding liabilities, the remaining assets will be distributed in line with the objectives of the Association, with the exclusion of distribution to the members.

VIII. Financial operation of the Association

1. The Association shall primarily derive its assets from the donations and contributions of natural persons, legal entities and unincorporated associations.
2. The Association shall independently operate on the basis of the annual budget plan with its own assets. Its revenues shall be constituted by the funds derived from economic activities and other sources.
3. In the interest of creating the economic conditions necessary for the attainment of its objectives, the Association shall also engage in economic and entrepreneurial activities, which economic and entrepreneurial activities may not constitute the Association's primary objective with regard to the above.

4. The Association shall not distribute the profits attained in the course of its operation and any such profits shall be used for the activities determined in the present Statutes.
5. The Association shall be liable for its debts with its own assets. The ordinary members shall not owe financial liability. Supporting members shall not owe financial liability beyond the payment of their capital contribution.
6. The Association may not provide any benefit for responsible persons, sponsors and the relatives of these persons, with the exception of the benefits provided by the Association for its members on the basis of their membership in accordance with the Statutes.
7. The Association may not issue bills of exchange or any other debt-securities.
8. In the event of the association's dissolution without succession, assets remaining after settlement of all debts shall be transferred to a public-benefit organization established for a purpose that is identical or similar to the association's objective laid down in the statutes, or failing this, designated by the court of registry.

IX. Conflict of interests

1. The executive officer must be of legal age and must have full legal capacity in the scope required for discharging his/ her functions.

The regulation concerning the executive officer is applicable to the designated persons. The executive officer shall perform management functions in person. Any person who has been sentenced to imprisonment by final verdict for the commission of a crime may not be an executive officer until exonerated from the detrimental consequences of having a criminal record. A person may not be an executive officer if he/she has been prohibited from practicing that profession. Any person who has been prohibited by final court order from practicing a profession may not serve as an executive officer of a legal person that is engaged in the activity indicated in the verdict. Any person who has been prohibited from holding an executive office may not serve as an executive officer within the time limit specified in the prohibition order.

2. A person may not take part in the adoption of the decision of either the General Meeting or the Management Committee who or whose close relative or spouse is exempted from an obligation or liability or is awarded any other benefit or is otherwise interested in the legal transaction to be concluded on the basis of the decision.
3. A person who is
 - a) the President or a member of the Management Committee,
 - b) engaged in employment or any other work-related legal relationship with the Association in connection with activities other than those of his/her mandate/assignment, unless a legal rule provides otherwise,
 - c) a close relative of any of the persons referred to in paragraphs a) and b)

may not be the President or member of the Supervisory Committee or the auditor of the Association.

4. Senior office holders and the persons nominated as such shall notify all associations concerned in advance that they simultaneously hold such offices with other associations.
5. Decisions and accessibility:
 - The managing body of the organisation shall keep records of the body decisions in the archive of decisions. These records shall contain the content, date and effect of the decisions, the ratio of those voting for and against and (in the case of open ballot), their persons.

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- The President shall provide for notifying the persons concerned of the decisions of the Association in writing, in a verifiable manner.
- Any of the members may view the documents generated in connection with the operation of the Association at the Association's head office, by prior arrangement with the Association's Secretary.

X. Judicial control competence

Legal remedy against the decisions of the bodies of the Association

1. The Prosecutor's Office shall exercise control the legal operation of the Association in accordance with the relevant legal rules.
2. The Association as a civil organisation shall be supervised for tax purposes by the tax authority with competence in the location of its head office.
3. Any of the members may appeal the unlawful decision of any of the bodies of the Association before court, within 30 days of becoming aware thereof. The appealing of the decision shall not prevent the execution of the decision, however, in justified cases, the court may suspend execution.

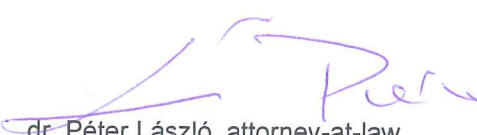
XI. Other provisions

1. The regulation of any issues not regulated in the present Statutes and the interpretation of the present Statutes shall fall within the competence of the Management Committee until the next General Meeting.
2. The respectively applicable wording of the present Statutes shall be available to each member on the website of the Association. Upon the request of any member the Association provides them with the paper-based copy of the applicable Statutes. Members shall observe the provisions of the present Statutes and the decisions adopted on the basis thereof.
3. For the purposes of the present Statutes, the members of the Management Committee and the Supervisory Committee shall qualify as senior office holders.
4. Any notice, request, demand waiver or other communication to be given or made between the members and the Association shall be in writing, and sent per registered mail with postal receipt, or per courier to the members to their addresses contained in the member register, and to the Association to its registered seat, or per e-mail or fax in a certifiable way. If a document sent in accordance with these rules fails to be delivered because the member has not reported the changes of his/her personal details, then the delivery shall be regarded as valid.
5. These Statutes have been executed both in Hungarian and in English language. The Hungarian version shall prevail.
6. If any provision of these Statutes are held to be null, invalid or unenforceable, partly or wholly, all other provisions of these Statutes shall continue to apply. Moreover, the members shall replace any provisions of these Statutes so held to be null, invalid or unenforceable by a provision of comparable effect. A failure of the members to replace such provision shall neither effect the validity of the remaining provisions of these Statutes nor the validity of the valid or enforceable part of any provision held partially invalid, which provision shall take effect to the maximum extent permitted by law.
7. In matters not regulated in the present Statutes, the Fundamental Law of Hungary (in Hungarian: "Alaptörvény"), the Civil Code, Act No. CLXXV of 2011 on the Right of Association, the Public Utility Status, Operation and Support of the Civil Organizations and the provisions of other Hungarian legal rules in force shall govern.

The General Meeting of the Association has amended, by its resolution (resolution number: Resolution No. 1. / March 21, 2022) dated March 21, 2022 with the effect of April 1, 2022, the head office of the Association in Chapter I, and tracked the changes affecting the new company name of the main financial supporter of the Association, entering into force on April 1, 2022, in point 1 of Chapter I, points 1 and 8 of Chapter II and point 3.2.1 of Chapter III of the Statutes, the changes have been indicated with **bold, italic letters**, and the deletions have been indicated ~~strikethrough~~.

Herewith I verify that the wording of uniformed Statutes of Association corresponds to the current content on the basis of the amendment of the Statutes of the Association.

Countersigned:
Budapest, March 24, 2022


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