



03. April 2009

**Hungarian Financial Supervision
Authority**

1013 Budapest, Krisztina krt. 39.

Fax 1: +36-1-4899-102

Fax 2: +36-1-489-9422

Board of Directors, MOL Plc.

1117 Budapest, Október

huszonharmadika u. 18.

Fax: +36-1-464-1335

Pénzügyi Szervezetek Állami

Felügyelete

1013 Budapest, Krisztina krt. 39.

Fax 1: +36-1-4899-102

Fax 2: +36-1-489-9422

MOL Nyrt. Igazgatósága

1117 Budapest, Október

huszonharmadika u. 18.

Fax: +36-1-464-1335

OMV Aktiengesellschaft

By fax and post

Fax és posta útján

**Re: Notification on change of voting
rights**

**Tárgy: szavazati jogokban
bekövetkezett változás bejelentése**

Tel. +43 (1) 40 440
Fax +43 (1) 40 440

Dear Addressees,

Tisztelt Címzettek!

**OMV Aktiengesellschaft
Otto-Wagner-Platz 5
1090 Wien, Austria**

OMV Aktiengesellschaft (registered seat: Otto Wagner-Platz 5, 1090 Vienna, Austria, company registration number: FN 93363 z), **OMV Solutions GmbH** (registered seat: Lassallestraße 3, 1020 Vienna, Austria; company registration number: FN 80445 b), and **OMV Clearing und Treasury GmbH** (registered seat: Otto Wagner-Platz 5, 1090 Vienna, Austria; company registration number: FN 50606 x) through OMV Aktiengesellschaft as (direct or indirect) mother company – as provided in Section 61 (10) of Act CXX of 2001 on the Capital Market (hereinafter: "HCMA") – are hereby sending to the Honourable Addressees the notification on the change in their direct and indirect voting rights in MOL Hungarian Oil and Gas Public Limited Company ("MOL") in the form prescribed in Decree of the Minister of Finance No. 24/2008 (VIII.15) on the detailed rules of the disclosure obligations relating to publicly issued securities with a view to the reporting obligation set forth in Section 61 of the HCMA

Az OMV Aktiengesellschaft (székhely: 1090 Bécs, Otto Wagner-Platz 5., Ausztria, cégjegyzékszám: FN 93363 z), az **OMV Solutions GmbH** (székhely: 1020 Bécs, Lassallestraße 3., Ausztria; cégjegyzékszám: FN 80445 b), és az **OMV Clearing und Treasury GmbH** (székhely: 1090 Bécs, Otto Wagner-Platz 5., Ausztria; cégjegyzékszám: FN 50606 x) a tőkepiacról szóló 2001. évi CXX. törvény („Tpt.”) 61.§ (10) bekezdése alapján az OMV Aktiengesellschaft mint (közvetlen vagy közvetett) anyavállalat útján, figyelemmel a Tpt. 61.§-ban foglalt bejelentési kötelezettségre, a nyilvánosan forgalomban hozott értékpapírokkal kapcsolatos tájékoztatási kötelezettség részletes szabályairól szóló 24/2008. (VIII.15) PM rendelet által előírt formában mellékelten megküldjük a Tisztelt Címzettek részére a MOL Magyar Olaj- és Gázipari Nyilvánosan működő Részvénytársaságban (a továbbiakban: „MOL”) fennálló közvetlen és közvetett szavazati jogunkban bekövetkezett változás bejelentését.

Registered at:
Company Court Wien
Company Registration No. 93363 z
Registered Office: Wien
VAT No. ATU14189108
DPR No. 0066648

www.omv.com

Wien, 5. April 2009

Otto-Wagner-Platz 5
1090 Wien, Österreich



OMV Aktiengesellschaft

Name/Név: Dr. Oliver Dillenz

Bécs, 2009. április 2.

Tisztelt OMV Aktiengesellschaft
Otto-Wagner-Platz 5
1090 Wien, Österreich



OMV Aktiengesellschaft

Name/Név: DAVID DAVIES /CFO

**STANDARD FORM FOR MAJOR HOLDING NOTIFICATION
(FOR VOTING RIGHTS ATTACHED TO SHARES, AND FOR FINANCIAL INSTRUMENTS)ⁱ**

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attachedⁱⁱ:
MOL Magyar Olaj- és Gázipari Nyrt.
2. Reason for the notification (please tick the appropriate box or boxes):
 - ☒ an acquisition or disposal of voting rights
 - ☐ an acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached
 - ☐ an event changing the breakdown of voting rights
3. Full name of person(s) subject to the notification obligationⁱⁱⁱ:
OMV Aktiengesellschaft
4. Full name of shareholder(s) (if different from 3.)^{iv}: -
5. Date of the transaction and date on which the threshold is crossed or reached^v:
Original date of the transaction (repo agreement): 25 September 2008
Date on which the threshold is crossed (closing of the repo transaction): 3 April 2009
6. Threshold(s) that is/are crossed or reached: **15% and 20%**
7. Notified details:

A) Voting rights attached to shares							
Class/type of shares (if possible using the ISIN CODE)	Situation previous to the Triggering transaction ^{vi}		Resulting situation after the triggering transaction ^{vii}				
	Number of Shares ^{viii}	Number of Voting rights ^{ix}	Number of shares		Number of voting rights ^x		% of voting rights
			Direct		Direct ^{xi}	Indirect ^{xii}	
HU0000068952	Indirect: 12,579,488	Indirect: 12,579,488	Indirect: 22,179,488			22,179,488	21.22%
SUBTOTAL A (based on aggregate voting rights)	Indirect: 12,579,488	Indirect: 12,579,488	Indirect: 22,179,488			22,179,488	21.22%

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Eigenschaft.

1 Fehler! Unbekannter Name für Dokument-

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B) Financial Instruments				
Resulting situation after the triggering transaction ^{xiii}				
Type of financial instrument	Expiration Date ^{xiv}	Exercise/Conversion Period/ Date ^{xv}	Number of voting rights that may be acquired if the instrument is exercised/converted	% of voting rights
SUBTOTAL B (in relation to all expiration dates)				

Total (A+B)	number of voting rights	% of voting rights
	Indirect: 22,179,488	Indirect: 21.22%

8, Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable^{xvi}:

OMV Clearing und Treasury GmbH (Otto Wagner-Platz 5, 1090 Vienna, Austria; registered company number: FN 50606 x; telephone: +43 1 404 40 21674 contact: Klaus Orlovits): the shares constituting the subject matter of this notification are held *directly* by OMV Clearing und Treasury GmbH. OMV Clearing und Treasury GmbH's *direct* voting right and percentage is 12,579,488 (12.04%) prior to the notified transaction and 22,179,488 (21.22%) as a consequence of the acquisition of voting rights via the conversion of the financial instruments (after the closing of the repurchase agreement). OMV Clearing und Treasury GmbH does not have *indirect* voting rights in MOL plc. OMV Clearing und Treasury GmbH is a wholly owned subsidiary of OMV Solutions GmbH.

OMV Solutions GmbH (Lassallestraße 3, 1020 Vienna, Austria; registered company number: FN 80445 b; telephone: +43 1 404 40 21674; contact: Klaus Orlovits) is a wholly owned subsidiary of OMV Aktiengesellschaft. OMV Clearing und Treasury GmbH is a wholly owned subsidiary of OMV Solutions GmbH. OMV Solutions GmbH's *indirect* voting right and percentage in MOL plc. is 12,579,488 (12.04%) prior to the notified transaction, and 22,179,488 (21.22%) as a consequence of the acquisition of voting rights via the conversion of the financial instruments (after the closing of the repurchase agreement). OMV Solutions GmbH does not have *direct* voting rights in MOL plc.

OMV Aktiengesellschaft does not have *direct* voting rights in MOL plc. OMV Aktiengesellschaft's *indirect* voting right and percentage in MOL plc. is 12,579,488 (12.04%) before the transaction, and 22,179,488 (21.22%) after the notified transaction.

OMV Aktiengesellschaft, as mother company is discharging the statutory notification obligation on behalf of OMV Clearing und Treasury GmbH and OMV Solutions GmbH pursuant to Section 61 (10) of Act CXX of 2001.

9, In case of proxy voting: [name of the proxy holder] will cease to hold [number] voting rights as of [date],

10, Additional information:

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This notification was triggered by the closing of the repo agreement notified on 25 September 2008. As we notified on 30 March 2009, OMV Clearing und Treasury GmbH entered into a share sale and purchase agreement on 29 March. According to that share sale and purchase agreement, OMV Clearing und Treasury GmbH shall sell all its class "A" ordinary shares (22,179,488) held in MOL plc. in an off-exchange transaction. According to the share sale and purchase agreement, the transaction is expected to be completed on 8 April 2009. After the closing of the share purchase agreement, OMV Aktiengesellschaft, OMV Clearing und Treasury GmbH and OMV Solutions GmbH shall not have any direct or indirect voting rights in MOL plc.

When calculating the % figures for the voting rights, the voting rights attached to the treasury shares of MOL plc. were not deducted from the total number of voting shares attached to the shares issued by MOL plc. – in connection with this method of calculation a request for guidance will be filed with the Hungarian Financial Services Authority.

OMV Aktiengesellschaft
Donnerstrasse 1
Otto-Wagner-Platz 5
1090 Wien, Österreich
OMV Aktiengesellschaft



A handwritten signature in black ink, appearing to read 'Dr. Oliver Dillenz'.

By: Dr. Oliver Dillenz

Position: Procurist/Cégvezető

OMV Aktiengesellschaft
Donnerstrasse 1
Otto-Wagner-Platz 5
1090 Wien, Österreich
OMV Aktiengesellschaft



A handwritten signature in black ink, appearing to read 'David Davies'.

By: DAVID DAVIES

Position: CFO

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Eigenschaft.

3 Fehler! Unbekannter Name für Dokument-

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ANNEX TO THE STANDARD FORM TR-1 xii

a) Identity of the person or legal entity subject to the notification obligation:

Full name (including legal form for legal entities)	OMV Aktiengesellschaft
Contact address (registered office for legal entities)	1090 Vienna, Otto Wagner-Platz 5., Austria
Phone number	+43 1 404 40 21674
Other useful information (at least a contact person for legal persons)	Mr Klaus Orlovits

b) Identity of the notifier, if applicable

c) Additional information

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4 Fehler! Unbekannter Name für Dokument-

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Notes to the Form

- i This form is to be sent to the issuer or underlying issuer and to be filed with the competent authority.
- ii Either the full name of the legal entity or another method for identifying the issuer or underlying issuer, provided it is reliable and accurate.
- iii This should be the full name of (a) the shareholder; (b) the natural person or legal entity acquiring, disposing of or exercising voting rights in the cases provided for in Article 10 (b) to (h) of Directive 2004/109/EC; (c) all the parties to the agreement referred to in Article 10 (a) of that Directive, or (d) the holder of financial instruments entitled to acquire shares already issued to which voting rights are attached, as appropriate.

In relation to the transactions referred to in points (b) to (h) of Article 10 of that Directive, the following list is provided as indication of the persons who should be mentioned:

- in the circumstances foreseen in letter (b) of Article 10 of that Directive, the natural person or legal entity that acquires the voting rights and is entitled to exercise them under the agreement and the natural person or legal entity who is transferring temporarily for consideration the voting rights;
 - in the circumstances foreseen in letter (c) of Article 10 of that Directive, the natural person or legal entity holding the collateral, provided the person or entity controls the voting rights and declares its intention of exercising them, and natural person or legal entity lodging the collateral under these conditions;
 - in the circumstances foreseen in letter (d) of Article 10 of that Directive, the natural person or legal entity who has a life interest in shares if that person or entity is entitled to exercise the voting rights attached to the shares and the natural person or legal entity who is disposing of the voting rights when the life interest is created;
 - in the circumstances foreseen in letter (e) of Article 10 of that Directive, the controlling natural person or legal entity and, provided it has a notification duty at an individual level under Article 9, under letters (a) to (d) of Article 10 of that Directive or under a combination of any of those situations, the controlled undertaking;
 - in the circumstances foreseen in letter (f) of Article 10 of that Directive, the deposit taker of the shares, if he can exercise the voting rights attached to the shares deposited with him at his discretion, and the depositor of the shares allowing the deposit taker to exercise the voting rights at his discretion;
 - in the circumstances foreseen in letter (g) of Article 10 of that Directive, the natural person or legal entity that controls the voting rights;
 - in the circumstances foreseen in letter (h) of Article 10 of that Directive, the proxy holder, if he can exercise the voting rights at his discretion, and the shareholder who has given his proxy to the proxy holder allowing the latter to exercise the voting rights at his discretion.
- iv Applicable in the cases provided for in Article 10 (b) to (h) of Directive 2004/109/EC. This should be the full name of the shareholder who is the counterparty to the natural person or legal entity referred to in Article 10 of that Directive unless the percentage of voting rights held by the shareholder is lower than the lowest applicable threshold for the disclosure of voting rights holdings in accordance with national law.
- v The date on which threshold is crossed should normally be the date on which the acquisition, disposal or possibility to exercise voting rights takes effect. For passive crossings, the date when the corporate event took effect.

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vi Please refer to the situation disclosed in the previous notification. In case the situation previous to the triggering transaction was below the lowest applicable threshold in accordance with national law, please state "below minimum threshold."

vii If the holding has fallen below the lowest applicable threshold in accordance with national law, please note that it might not be necessary in accordance with national law to disclose extent of the holding, only that the new holding is below that minimum threshold.

For the case provided for in Article 10(a) of Directive 2004/109/EC, there should be no disclosure of individual holdings per party to the agreement unless a party individually crosses or reaches an Article 9 threshold. This applies upon entering into, introducing changes to or terminating an agreement.

viii To be used in Member States where applicable.

ix Direct and indirect.

x In case of combined holdings of shares with voting rights attached "direct holding" and voting rights "indirect holding", please split the voting rights number and percentage into the direct and indirect columns – if there is no combined holdings, please leave the relevant box blank.

xi Voting rights attached to shares held by the notifying party (Article 9 of Directive 2004/109/EC).

xii Voting rights held by the notifying party independently of any holding of shares (Article 10 of Directive 2004/109/EC).

xiii If the holding has fallen below the lowest applicable threshold in accordance with national law, please note that it might not be necessary in accordance with national law to disclose extent of the holding, only that the new holding is below that minimum threshold.

xiv Date of maturity/expiration of the financial instrument i.e. the date when right to acquire shares ends.

xv If the financial instrument has such a period – please specify this period – for example once every 3 months starting from [date].

xvi The notification should include the name(s) of the controlled undertakings through which the voting rights are held. The notification should also include the amount of voting rights and the percentage held by each controlled undertaking, insofar as individually the controlled undertaking holds a percentage of voting rights equivalent to or higher than the lowest applicable threshold in accordance with national law, and insofar as the notification by the parent undertaking is intended to cover the notification obligations of the controlled undertaking.

xvii This annex is only to be filed with the competent authority.