

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

**Hungarian Financial Supervisory Authority**

1013 Budapest, Krisztina krt. 39.

Fax 1: +36-1-4899-102

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**Pénzügyi Szervezetek Állami Felügyelete**

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

**MOL Nyrt. Igazgatósága**

1117 Budapest, Október huszonharmadika u. 18.

Fax: +36-1-464-1335

**By fax and post**

**Fax és posta útján**

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

**Tárgy: szavazati jogokban bekövetkezett  
változás bejelentése**

Dear Addressees,

Tisztelt Címzett!k!

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 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

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 illetve 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 fennálló közvetlen és közvetett szavazati jogunkban bekövetkezett

of the IICMA.

változás bejelentését.

We note that this notification was triggered by the closing of the share purchase agreement entered into by OMV Clearing und Treasury GmbH on 29 March 2009 and notified to you on 30 March 2009 which closing occurred on 9 April 2009.

Tájékoztatásul közöljük, hogy a jelen bejelentésre az OMV Clearing und Treasury GmbH által 2009. március 29-én megkötött, és a fenti bejelentők által 2009. március 30-án bejelentett részvény adásvételi szerződés 2009. április 9-én megtörtént zárására tekintettel került sor.

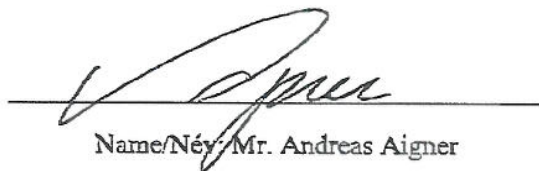
Budapest, 9 April 2009

Budapest, 2009. április 9.

Yours sincerely,

Tisztelettel:

**OMV Aktiengesellschaft**



Name/Név/Mr. Andreas Aigner

Position/Beosztás: acting under a proxy/meghatalmazás alapján

**Attachment/Melléklet:**

1. Voting right report (In the English and Hungarian language)/Szavazati jog bejelentés (angol és magyar nyelven);
2. Power of attorney/Meghatalmazás

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

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached <sup>ii</sup>:  
**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 obligation <sup>iii</sup>:  
**OMV Aktiengesellschaft**
4. Full name of shareholder(s) (if different from 3.) <sup>iv</sup>: -
5. Date of the transaction and date on which the threshold is crossed or reached <sup>v</sup>:  
**Date of the transaction: 29 March 2009**  
**Date on which the threshold is crossed (closing date of the transaction notified on 30 March): 9 April 2009**
6. Threshold(s) that is/are crossed or reached: **20 %, 15%, 10% and 5%**
7. Notified details:

| <b>A) Voting rights attached to shares</b>                           |                                                                |                                       |                                                                     |                        |                                      |                          |                    |
|----------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------|---------------------------------------------------------------------|------------------------|--------------------------------------|--------------------------|--------------------|
| Class/type of shares (if possible using the ISIN CODE)               | Situation previous to the Triggering transaction <sup>vi</sup> |                                       | Resulting situation after the triggering transaction <sup>vii</sup> |                        |                                      |                          |                    |
|                                                                      | Number of Shares <sup>viii</sup>                               | Number of Voting rights <sup>ix</sup> | Number of shares                                                    |                        | Number of voting rights <sup>x</sup> |                          | % of voting rights |
|                                                                      |                                                                |                                       | Direct                                                              | Indirect <sup>xi</sup> | Direct <sup>xii</sup>                | Indirect <sup>xiii</sup> |                    |
| <b>HU0000068952</b>                                                  | indirect:<br>22,179,488                                        | indirect:<br>22,179,488               | 0                                                                   | 0                      | 0                                    | 0                        | 0%                 |
| <b>SUBTOTAL A</b><br>(based on aggregate voting rights)              | indirect:<br>22,179,488                                        | indirect:<br>22,179,488               | 0                                                                   | 0                      | 0                                    | 0                        | 0%                 |
| <b>B) Financial Instruments</b>                                      |                                                                |                                       |                                                                     |                        |                                      |                          |                    |
| Resulting situation after the triggering transaction <sup>xiii</sup> |                                                                |                                       |                                                                     |                        |                                      |                          |                    |
| Type of financial                                                    | Expiration Date <sup>xiv</sup>                                 | Exercise/Conversion                   | Number of voting rights that may be                                 |                        | % of voting rights                   |                          |                    |

| instrument |  | Period/ Date <sup>zv</sup>                       | acquired if the instrument is exercised/converted |  |
|------------|--|--------------------------------------------------|---------------------------------------------------|--|
|            |  |                                                  |                                                   |  |
|            |  |                                                  |                                                   |  |
|            |  | SUBTOTAL B (in relation to all expiration dates) |                                                   |  |

| Total (A+B) | number of voting rights | % of voting rights |
|-------------|-------------------------|--------------------|
|             | 0                       | 0%                 |

8. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable<sup>zv</sup>.

**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); all shares constituting the subject matter of this notification were owned *directly* by OMV Clearing und Treasury GmbH. OMV Clearing und Treasury GmbH's *direct* voting right and percentage was 22,179,488 (21.22%) before the notified transaction (closing of the share purchase agreement). Before the notified transaction (closing of the share purchase agreement) OMV Clearing und Treasury GmbH did not have *indirect* voting rights in MOL plc. After the closing of the share purchase agreement constituting the subject matter of this notification OMV Clearing und Treasury GmbH does not have any direct or 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 did not have and does not have any *direct* voting right in MOL plc. either before, or after the notified transaction (closing of the share purchase agreement). OMV Solutions GmbH's *indirect* voting right and percentage in MOL plc. was 22,179,488 (21.22%) before the notified transaction (closing of the share purchase agreement). After the closing of the share purchase agreement constituting the subject matter of this notification OMV Solutions GmbH does not have any direct or indirect voting rights in MOL plc.

**OMV Aktiengesellschaft** did not have and does not have any *direct* voting right in MOL plc. either before, or after the notified transaction (closing of the share purchase agreement). OMV Aktiengesellschaft's *indirect* voting right and percentage in MOL plc. was 22,179,488 (21.22%) before the notified transaction (closing of the share purchase agreement). After the closing of the share purchase agreement constituting the subject matter of this notification OMV Aktiengesellschaft does not have any direct or indirect voting rights in MOL plc.

Pursuant to Section 61 (10) of Act CXX of 2001, OMV Aktiengesellschaft, as parent company, is discharging the statutory notification obligation on behalf of its above identified subsidiaries.

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

10. Additional information:

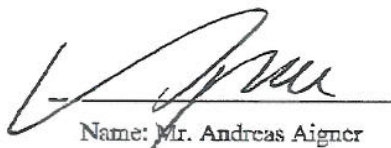
This notification was triggered by the closing of the share sale and purchase agreement entered into by OMV Clearing und Treasury GmbH on 29 March 2009 and notified on 30 March 2009 which closing

occurred on 9 April 2009. According to that share sale and purchase agreement, OMV Clearing und Treasury GmbH has sold all its class "A" ordinary shares (22,179,488) held in MOL plc. in an off-exchange (OTC) transaction.

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 has been with the Hungarian Financial Services Authority.

Budapest, 9 April 2009

OMV Aktiengesellschaft

A handwritten signature in black ink, appearing to read 'A. Aigner', is written over a horizontal line.

Name: Mr. Andreas Aigner

Position: acting under a proxy

ANNEX TO THE STANDARD FORM TR-1 xvii

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

## 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.

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.