

Resolutions on the annual general meeting of MOL held on 23 April 2009

MOL Hungarian Oil and Gas Public Limited Company held its Annual General Meeting (AGM) on 23 April 2009. The AGM did not have a quorum as less than 50% of the voting shares appeared at the AGM. The repeated AGM adopted the following noteworthy resolutions (resolutions can be submitted to the Court of Registry following the completion of the Minutes 30 days after the AGM)

- The AGM approved with 46,106,141 yes votes (over 90%) the reports of the Board of Directors and the Supervisory Board, the consolidated annual report of MOL Group in accordance with IFRS and the related auditor's report with total assets of HUF 2,916 bn and profit attributable to equity holders of HUF 141 bn. and the annual report of MOL Plc. prepared in accordance with Hungarian statutory accounting legislation and the related auditors' report with total assets of HUF 2,595 bn, net income of HUF (223) bn and tied-up reserve of HUF 131 bn.

- The AGM approved with 46,105,181 yes votes (over 90%) to pay no dividend in 2009 connected to the year ended 31 December 2008 and the total net income shall be booked as retained earnings.

- The AGM approved with 46,110,726 yes votes the Corporate Governance Report, based on the Corporate Governance Recommendations of the Budapest Stock Exchange.

- The AGM approved with 46,110,216 yes votes (over 90%) the election of Ernst & Young Könyvvizsgáló Kft. (1132 Budapest, Váci út 20.) to be the independent auditor of MOL Plc. for the year 2009, until the AGM closing the year but latest 30 April 2010 with an audit fee for MOL Plc. for 2009 to be HUF 77.81 million plus VAT and approved the general terms and conditions related to audit agreements.

- The AGM – under Article 12.12 of the Articles of Association - approved with 45,823,395 yes votes (over 90%) the work of Board of Directors performed in the 2008 business year and granted waiver to the Board of Directors under Section 30 (5) of the Companies' Act.

- The AGM approved with 45,823,395 yes votes (over 90%) the authorization of the Board of Directors of the Company for an 18 months period to acquire treasury shares. The total amount of nominal value of treasury shares owned by the Company at any time may not exceed 25 % of the actual share capital of the Company.

- The AGM approved with 56,100,334 yes votes (over 90%) to elect Dr. Sándor Csányi to be member of the Board of Directors from 29th April 2009 until 29th April 2014.

- The AGM approved with 46,072,735 yes votes (over 90%) to elect Dr. Miklós Dobák to be member of the Board of Directors from 29th April 2009 until 29th April 2014.

- The AGM dismissed with 46,115,226 yes votes (over 90%) János Major from its position as employee member of the Supervisory Board from May 1, 2009.

- The AGM elected with 46,115,311 yes votes (over 90%) József Kohán as employee member of the Supervisory Board from May 1, 2009 to October 11, 2012.

- The AGM approved with 46,111,309 yes votes (over 90%) the amended Charter of the Supervisory Board in accordance with the verbal proposal.
- The AGM approved with 46,110,278 yes votes (over 90%) to repeal its Resolution No. 25. decided on 27 April 2006 on the principles and framework of the long term incentive program of managers of MOL, as from the 2009 business year, on the stipulation that the repeal does not effect the call-option of the managers acquired between 1 January 2006 and 31 December 2008 and to be exercised between 1 January 2009 and 31 December 2013. Simultaneously the General Meeting amended the principles and framework of the long term incentive program according to the announced AGM Documents.
- The AGM approved with 45,819,299 yes votes (over 90%) and the consent vote of "B" share the amendment of Article 7.2.b of the Articles of Association according to the announced AGM Documents.
- The AGM approved with 46,112,277 yes votes (over 90%) the amendment of Article 8.5 of the Articles of Association according to the announced AGM Documents.
- The AGM approved with 39,812,854 yes votes (over 80%) the amendment of Article 8.6 of the Articles of Association according to the announced AGM Documents.
- The AGM approved with 45,820,443 yes votes (over 90%) and the consent vote of "B" share the amendment of Article 10.1.1 of the Articles of Association according to the announced AGM Documents.
- The AGM approved with 45,820,381 yes votes (over 90%) the amendment of Article 12.2.b) of the Articles of Association according to the announced AGM Documents.
- The AGM approved with 45,819,399 yes votes (over 90%) the amendment of Article 12.2.h) of the Articles of Association according to the announced AGM Documents.
- The AGM approved with 46,112,309 yes votes (over 90%) the amendment of Article 12.2.i) of the Articles of Association according to the announced AGM Documents.
- The AGM approved with 45,819,395 yes votes (over 90%) the amendment of Article 12.2.l) of the Articles of Association according to the announced AGM Documents.
- The AGM approved with 46,112,259 yes votes (over 90%) the amendment of Article 12.2.o) of the Articles of Association according to the announced AGM Documents.
- The AGM approved with 45,819,395 yes votes (over 90%) and the consent vote of "B" share the amendment of Article 12.3 of the Articles of Association according to the announced AGM Documents.
- The AGM approved with 45,818,332 yes votes (over 90%) and the consent vote of "B" share the amendment of Article 12.4. of the Articles of Association according to the announced AGM Documents.
- The AGM approved with 46,112,215 yes votes (over 90%) the amendment of Article 13.4. of the Articles of Association according to the announced AGM Documents.
- The AGM approved with 45,820,333 yes votes (over 90%) the amendment Article 15.2.n) of the Articles of Association according to the announced AGM Documents.
- The AGM approved with 45,818,276 yes votes (over 90%) the amendment of Article 15.4. of the Articles of Association according to the announced AGM Documents.
- The AGM approved with 45,819,445 yes votes (over 90%) to delete Article 15.5 of the Articles of Association.

- The AGM approved with 45,818,301 yes votes (over 90%) the amendment of Article 17.d of the Articles of Association.
- The AGM approved with 45,823,462 yes votes (over 90%) to delete Article 17e) of the Articles of Association.
- The AGM approved with 45,819,300 yes votes (over 90%) the cancellation of point d) of Article 22.3. of the Articles of Association.
- The AGM approved with 46,112,215 yes votes (over 90%) the cancellation of Article 27 d) of the Articles of Association.
- The AGM took notice of the presented auditor reports with 45,819,383 yes votes (over 90%).

The AGM documents are available on MOL official web site www.mol.hu

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