

The **Board of Directors** of

MOL Hungarian Oil and Gas Public Limited Company

(seat: Budapest H-1117, Október huszonharmadika u. 18.,
court of registration: Company Registry Court of Budapest-Capital Regional Court (Budapest),
Registration no.: 01-10-041683, hereinafter: „MOL” or “Company”)

hereby notifies its shareholders,

that, on the basis of the request of **CEZ MH B.V.** as a shareholder of MOL having more than 1 % of the votes, on the basis of 3: 259. § (2) of the Civil Code of Hungary, the Board of Directors of the Company

puts on the agenda of the ordinary general meeting to be held on April 14, 2016 the following item:

“7. Decision on capital decrease”

Information with respect to the capital decrease to be published based on 3: 309. § (2) of the Civil Code:

- Reason of capital decrease

Change of capital structure (increase another element of the Company’s share capital) in order to increase the shareholders’ return.

- Extent of the capital decrease:

By withdrawal of 2,090,381 pieces registered ordinary shares of the series “A” with a par value of HUF 1,000 each owned by MOL (treasury shares), decrease of the share capital by HUF 2,090,381,000 to HUF 102,428,682,578.

- Method of effectuation of the capital decrease:

Decrease of the number of registered ordinary shares of the series “A” with a par value of HUF 1,000, with 2,090,381 pieces of shares owned by MOL (treasury shares). The capital decrease shall not affect the other shareholders’ shareholdings. The General Meeting authorizes the Board of Directors to complete the tasks in connection with the effectuation of the capital decrease (share withdrawal), particularly the tasks defined in the Civil Code (Act V of 2013) and the Act on the company registration (Act V of 2006).

The proposal and resolution proposal regarding the above item submitted by the shareholder:

MOL Plc. terminated the Swap Agreement with the effective date of the 20th March 2016 concluded between MOL and Magnolia Ltd. on the 20th March 2006, and as a result of the transaction the Treasury shares stock is expected to increase to 7.2%. MOL has a stable financial position, an outstanding cash generation capability and a strong balance sheet with a simplified Net Debt to EBITDA ratio of only 0.7x as of the end of 2015. Accordingly, there is no need for equity-type financing for either organic or non-organic investment and growth. Consequently, the possibility and necessity of optimizing the capital structure arises.

A share capital decrease is proposed through share cancellation of 2% to the shareholders. This would allow MOL to retain financial flexibility and at the same time would be a move towards optimising the capital structure. The capital decrease takes place through the cancellation of 2,090,381 pieces “A” series shares. There is no compensation to be paid to the shareholders upon cancellation.

According to the Section 3:309 (1) of the Civil Code, the capital decrease is decided by the general meeting. According to the Section 3:309 (5) the validity of the resolution on the capital decrease requires the *separate* approval of the holders of the affected class of shares in the manner specified in the Articles of Association as well.

According to the second paragraph of Article 12.10 of the Articles of Association, the holders of the series of affected shares present at the general meeting shall decide upon such approval prior to the resolution of the general meeting, by voting separate of each series of shares, and by simple majority of the votes attached to the shares belonging to the relevant series of shares.

Resolution proposal

The holders of “A” series shares present at the general meeting grant their approval to the proposed capital decrease in compliance with Section 3:309 (5) of the Civil Code and the second paragraph of Article 12.10 of Articles of Association.

Resolution proposal

The General Meeting decreases the Company’s share capital as follows

- Reason of the capital decrease:

Change of capital structure (increase another element of the Company’s share capital) in order to increase the shareholders’ return.
- Extent of the capital decrease:

By withdrawal of 2,090,381 pieces registered ordinary shares of the series “A” with a par value of HUF 1,000 each owned by MOL (treasury shares), decrease of the share capital with HUF 2,090,381,000 to HUF 102,428,682,578.
- Method of effectuation of the capital decrease:

Decrease of the number of registered ordinary shares of the series “A” with a par value of HUF 1,000, with 2,090,381 pieces of shares owned by the Company (treasury shares). The capital decrease shall not affect the other shareholders’ shareholdings. The Annual General Meeting authorizes the Board of Directors to complete the tasks in connection with the effectuation of the capital decrease (share withdrawal), particularly the tasks defined in the Civil Code (Act V of 2013) and the Act on the company registration (Act V of 2006).

The required modification of the Company's Articles of Association regarding the capital decrease:

Article 7.2. of the Articles of Association shall be amended as follows:

(wording proposed to be deleted crossed, new wording in bold)

“7.2. The Company’s share capital amounts to HUF ~~104,519,063,578~~ **102,428,682,578**, i.e. ~~one hundred and four billion five hundred and nineteen million sixty three thousand five hundred seventy eight~~ **one hundred and two billion four hundred and twenty eight million six hundred and eighty two thousand five hundred seventy eight** forints, represented by

- a) ~~104,518,484~~ **102,428,103** pieces registered ordinary shares of the series “A” with a par value of HUF 1,000 each, and 578 pieces of registered ordinary shares of the series “C” with a par value of HUF 1,001 each, issued at a price of HUF 6,000 each, in exchange for in kind contribution and providing identical rights to the holders of such shares, and
- b) one (1) piece registered voting preference share of the series “B” with a par value of HUF 1,000 that entitles the holder thereof to preferential rights as specified in the present Articles of Association.”

The modification of the Articles of Associations will become effective in case of fulfilment of the conditions of the capital decrease.

The Board of Directors of MOL Plc. – on the basis of the result of the Board of Directors’ circular voting closed on 22 March, 2016 – **supports** the above resolution proposal submitted by the shareholder.

This announcement is published in Hungarian and English. The Hungarian version shall be deemed as the official text of this announcement.

The Board of Directors of

MOL Hungarian Oil and Gas Public Limited Company