

**PLEASE NOTE, THAT THE OFFICIAL VOLUNTARY TAKEOVER OFFER,  
MADE BY MOL TO ALL INA SHAREHOLDERS WILL BE PUBLISHED IN  
CROATIAN IN THE OFFICIAL GAZETTE, THIS IS JUST AN UNOFFICIAL  
TRANSLATION FOR YOUR KIND INFORMATION!**

MOL Hungarian Oil and Gas Public Limited Company, (having its registered seat at Október huszonharmadika u. 18. 1117-Budapest, Hungary) (hereinafter referred to as: the Offeror or MOL), represented by Mr. József Molnár, Executive Vice President Finance and Mr. András Huszár, Group Treasurer, pursuant to Article 10 paragraph 1 of the Act on Takeover of Joint Stock Companies (Official Gazette No. 109/07) (hereinafter referred to as: the Act) announces

## **VOLUNTARY TAKEOVER OFFER**

to all shareholders of INA – Industrija nafte d.d., Zagreb.

1. The Offeror, as of the day of publishing this Offer, holds 2.500.001 ordinary, registered shares of INA-INDUSTRIJA NAFTE d.d., having its registered seat at Većeslava Holjevca 10, Zagreb (hereinafter referred as: the Target Company or INA), which shares represent 25,00001% in the total share capital of the Target Company and also bear 2.500.001 votes representing 25,00001% of votes of the total amount of votes given by the shares bearing voting rights.

2. The subscribed share capital of the Target Company amounts to 9.000.000.000,00 HRK, and is divided into 10.000.000 ordinary, registered shares bearing the ticker designation INA-R-A, each having the nominal value of 900,00 HRK.

3. The Offeror is acting in concert with the Republic of Croatia (represented by the Government of Croatia, Trg sv. Marka 6, Zagreb, Croatia) (hereinafter referred as: the Person acting in concert) on the basis of the Shareholders Agreement entered into between the Offeror and the Person acting in concert on 17 July 2003. The Person acting in concert holds 4.483.552 ordinary, registered shares, which represents 44,83552% in the total share capital of the Target Company and also bear 4.483.552 votes representing 44,83552% of votes of the total amount of votes given by the shares bearing voting rights. Jointly, the Offeror and the Person acting in concert hold 6.983.553 ordinary, registered shares, which represents 69,83553% in the total share capital of the Target Company and also bear 6.983.553 votes representing 69,83553% of votes of the total amount of votes given by the shares bearing voting rights.

4. The Offeror undertakes to purchase from all shareholders of the Target Company all

unencumbered shares, that are subject to this Offer, i.e. all the remaining 3,016,447 shares of the Target Company, which are not held by Offeror and the Person acting in concert with the Offeror, under the prescribed and published conditions.

5. The Offeror undertakes to pay the price in the amount of HRK 2.800,00 (in words two thousand eight hundred kuna) per each share that is subject to the Offer. The Offeror undertakes to pay the price exceeding by HRK 226,66 (two hundred twenty six kuna and sixty six lipa) the weighted average of all prices reached on the stock exchange in the three months preceding the date of publication of the Notification on intention of announcement of the voluntary takeover offer of 14 July 2008 based on the official calculation of the Zagreb Stock Exchange.

6. For the purposes of securing the payment of consideration for shares that are subject to this Offer, the Offeror has obtained the irrevocable bank guarantee, payable on first demand issued by ING Bank, N.V. (Bijlmerplein 888, 1102MG, Amsterdam, The Netherlands, Location code AMP D 02.028) covering the purchase of all Shares in favour of all shareholders of the Target Company that duly and timely deposit their shares with the Depository; and has deposited at the Depository's designated bank account the cash amount covering the deposit costs in favour of all shareholders of the Target Company that duly and timely deposit their shares with the Depository and the costs of corporate action of the takeover offer in favor of the Depository. The Offeror has sufficient own funds as source of securing consideration for payment of the price for shares that will be deposited in accordance with this Offer.

7. The Offeror undertakes to pay the offered purchase price for the deposited shares within 14 (fourteen) days as of the date of expiry of the duration of hereof into the accounts of the shareholders – sellers who shall specify the accounts with the Depository.

8. The duration of the Offer shall be 28 days as of the date of publication hereof in the Official Gazette and Vjesnik daily newspaper, calculating from the later publication.

9. The Depository for this public Offer shall be the Central Depository Agency d.d. Zagreb, Heinzlova 62a, p.p. 409, 10002 Zagreb (hereinafter referred to as: the CDA or the Depository).

The shareholder of the Target Company who wishes to accept this Offer is obliged to, prior to expiry of the validity of the Offer, submit to the CDA a duly filled-in written order for acceptance of the Offer (order for acceptance/decline of the takeover offer, i.e. KA-POP form). The CDA will deliver by mail the KA-POP forms for acceptance of the

Offer to all holders of shares in the Target Company subject to this Offer and the shareholders may also receive the same in person from the CDA. The shareholder who wishes to sell its shares subject to this Offer shall submit the filled KA-POP form: a) in person to the CDA, in which case the shareholder's signature on the form need not be certified; b) by registered mail to the CDA, in which case the shareholder's signature on the KA-POP form must be certified by a notary public.

Based on the duly filled-in written order, the shares will be deposited by transfer from the shareholder's account into a separate account to be opened by the CDA for the purposes of depositing shares and acceptance of this Offer. Within the same deadline, as set by this Offer for acceptance hereof, the shareholder may withdraw such deposited share and thus withdraw from the acceptance of the takeover offer, i.e. sale of its shares to the Offeror.

Withdrawal from the deposit is performed by completing of the order (KA-POP form) in the same manner as in the case of the order for acceptance of the offer.

10. The core strategic aim of MOL is to maximize and capture opportunities of regional growth and provide superior shareholder return. Benefiting from its track record in conducting transactions and managing integration processes in a value creating way, MOL continues to focus on international development and performance improvements, while keeping potential risks at acceptable levels. The increase of MOL's shareholding in INA, its strategic partner, is a core element of this regional growth strategy of MOL. MOL's strategic plan regarding the INA is to improve its business performance and market position in Croatia, South Eastern Europe and in the Adriatic region via supporting focused investments of INA into its own asset base, improvement of its commercial capabilities and enhanced customer orientation.

Since the establishment of the strategic partnership between INA and MOL in 2003, MOL has actively participated in the development and implementation of INA's agreed growth strategy. The corporate governance of INA including the appointment of management board members and the decision making on strategic issues are regulated by the INA privatization act, Articles of association of INA and the Shareholders agreement of 17 July 2003 entered between the Offeror and the Republic of Croatia. The Offeror will not be in a position to change any of the above documents as a result of this offer. MOL has the intention to negotiate with the Government of the Republic of Croatia with respect to strengthening the strategic co-operation in the regional energy industry, including the future development and ownership of INA. Via increasing its ownership in the Target Company, MOL aims to consolidate INA into its financial statements and to take a more active role in the development of INA focusing on growth, efficiency and operational excellence:

► In the exploration and production businesses MOL supports the utilization of INA's accumulated professional expertise in domestic and international exploration and

production projects in order to optimize the oil and gas production potentials of the Target Company.

▶ In the gas business MOL is targeting to increase the supply security of the Republic of Croatia via supporting the necessary, value creating investments.

▶ MOL's core strategic objective is to operate state-of-the-art, modern, and efficient refineries, therefore, in oil refining MOL will continue to support in the ongoing upgrading projects at both Sisak and Rijeka refineries in order to create a competitive asset base for production of refined products in line with all applicable EU quality standards.

▶ In retail, MOL intends to assist in the development of INA's retail network focusing on efficiency improvement and modernization via the implementation of modern technologies and customer oriented services.

▶ In corporate matters MOL intends to further improve the operation towards a transparent, efficient and stakeholder-oriented company in line with the industrial and European best practices.

▶ MOL does not intend to change the registered seats of neither the Target Company nor his own or change the major business locations of the Target Company or MOL as a result of the Offer.

MOL believes that the employees currently working for INA vastly contributed to the results achieved by the Target Company so far. Therefore, INA should continue to rely on their expertise in the future and ensure their professional development to enable the efficient operation and long-term success of the Target Company. MOL has the intention to develop the employment policy of INA in line with the above strategic goals. MOL has preference towards local sourcing of employees to all functions and levels of the organization and it does not envisage any changes to its own employment policy and to the labour law status of both the employees of MOL and INA as a result of this Offer.

MOL has no intention to modify the compensation system (including cash and non-cash considerations and other benefits) of the Supervisory and Management Boards of INA as a consequence of the Offer. No change in the composition and remuneration of the Management Board has been decided, such changes could only be made with sufficient support of other shareholders, especially the Republic of Croatia.

Pursuant to art. 22 of the Law on protection of market competition (NN 122/2003), the Offeror shall, within 8 days from the day of publishing this offer, seek the approval of the intended concentration of undertakings, MOL and INA. Furthermore, the Offeror shall

seek the approval of all other competent authorities having jurisdiction over the Offeror or the Target Company. Neither of the above approvals would have an impact to the validity of the acceptance of this Offer by the shareholders of INA.

**MOL Hungarian Oil and Gas Public Limited Company**