

Terms and conditions of the squeeze-out right execution

The following terms and conditions comply to the Section 118i of the Act No. 566/2001 Coll. on Securities and Investment Services, as amended (“Securities Act”) and apply to the squeeze-out right execution proposed by the offeror MOL Nyrt., with its registered seat at Október huszonharmadika utca 18, H-1117 Budapest, Hungary, ID No. 01-10-041683 (“Offeror”) in respect of shares of the target company SLOVNAFT, a.s., with its registered seat at Vlčie hrdlo 1, Bratislava 824 12, Slovak Republic, ID No. 31 322 832 (“Target company”).

The execution of the squeeze-out right was preceded by a voluntary takeover bid performed by the Offeror with the bid period commencing on 10 May 2019 and ending on 18 July 2019. The performed takeover bid was not partial nor conditional. Following the completion of the takeover bid, the Offeror is an owner of 20 329 025 pcs of shares of the Target company, representing 98,56 % share in the total registered capital of the Target company, with voting rights representing 98,56 % share in the total voting rights in the Target company.

1. Amount of consideration payment:

Consideration offered for the shares of the Target company	The consideration for shares of the Target company is offered as follows: EUR 85,00 for each share of the Target company under any ISIN. The shares of the Target company are registered under ISINs CS0009004452, SK1120001369 and SK1120005949. The consideration is to be paid in cash. The Offeror does not propose exchange of shares of the Target company for other shares or securities.
Explanation of the consideration amount	In order to establish a fair amount of consideration, the Offeror took into account the following amounts established in accordance with the Securities Act: <ol style="list-style-type: none">1. the highest purchase price paid by the Offeror and persons acting in concert with the Offeror in last 12 months prior to the decisive date of 08 April 2019. There were no such purchases performed and purchase price paid;2. the amounts indicated in the expert opinion dated 6 August 2019 prepared by a competent expert Slovenská technická univerzita v Bratislave in accordance with applicable legal regulations. The expert opinion on the value of the Target company was prepared by the asset method and business method. The value according to the asset method was determined as EUR 84,85 and the value according to the business method was determined as EUR 54,40;

	<p>3. value of net equity of the Target company including immovable assets attributed to one share of the Target company according to the last audited financial statements prior to the decisive date of 08 April 2019. The net equity of the Target company including immovable assets according to the financial statements as of 31.12.2018 was EUR 1 595 451 000. With the total number of shares of the Target company being 20 625 229, the value of net equity of the Target company including immovable assets attributed to one share of the Target company was calculated as EUR 77,35;</p> <p>4. average stock price of the Target company shares at Bratislava Stock Exchange during last 12 months prior to the decisive date of 08 April 2019. The average stock price of the Target company was calculated by the Bratislava Stock Exchange, a.s. as EUR 82,14 for shares under ISIN CS0009004452, EUR 65,00 for shares under ISIN SK1120001369 and EUR 0,00 for shares under ISIN SK1120005949. The total average weighted stock price of the Target company shares in the decisive period was established as EUR 82,13.</p> <p>The consideration offered for the shares of the Target company was determined as a fair value not lower than any above-mentioned reference amounts.</p>
Sources of financing / deposit of the total consideration	<p>The Offeror has already deposited the cash amount equal cash in the amount necessary to provide for the full consideration with the Payment Agent, before the delivery of an application to grant prior approval to exercise the right of squeeze-out to the National Bank of Slovakia.</p> <p>The Payment Agent may use the money thus provided solely to cover the consideration to the remaining shareholders.</p>

2. Time and method of consideration payment:

<p>Authorized person for the payment of the consideration ("Payment Agent")</p>	<p>OTP Banka Slovensko, a.s. Registered office: Štúrova 5, Bratislava 813 54, Slovak Republic Company ID: 31 318 916 Registered in the Business Register kept by the District Court Bratislava I, Section: Sa, Insert No. 335/B</p>
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<p>Timing of the payment</p>	<p>The consideration shall be paid by the Payment Agent within three (3) days from the date of the transfer of shares of the Target company from the remaining minority shareholders to the Offeror.</p> <p>If there is a delay in the payment of consideration, the shareholders whose shares have been transferred to the Offeror shall be entitled to default interest according to the Civil Code.</p> <p>The payment of consideration to all the entitled persons shall be announced in writing by the Payment Agent to the Target company and to the Offeror.</p>
<p>Notification on the payment</p>	<p>The Payment Agent is competent and obliged on behalf of the Offeror to publish a notice in the Commercial Journal on the payment of consideration for shares that have been transferred from the remaining minority shareholders to the Offeror as a majority shareholder on the basis of the exercise of the right of squeeze-out.</p> <p>This notice must include the business name, registered office and identification number of the Target company the shares of which have been transferred to the Offeror by exercise of the right of squeeze-out, the identification data of the Offeror in the extent of the business name, registered office and identification number, the date of transition of the shares to the Offeror, the amount of the consideration per one share and the due date for consideration of the shares of the Target company that have been transferred from the remaining minority shareholders to the Offeror as the majority shareholder by exercising the right of squeeze-out.</p>
<p>Recipients of the payment</p>	<p>The Payment Agent shall provide consideration to the shareholder who was the owner of the shares of the Target company at the time of the transfer of ownership of the shares to the Offeror.</p> <p>However, if the existence of a right of lien on shares is established at the time of payment of the consideration, the Payment Agent shall in accordance with Section 118i (13) of the Securities Act provide consideration to the pledgee up to the amount of the claim secured by the right lien. This does not apply if the remaining shareholder proves that the agreement with the pledgee indicates otherwise.</p>
<p>Method of the payment</p>	<p>The consideration shall be paid by a bank transfer to bank accounts of the recipients of payments, if bank accounts are available.</p>

	<p>If bank account of some shareholders eligible for the consideration is not available, the Payment Agent will use postal payment services for financial settlement. Funds provided by postal payment services will be sent for shareholders eligible for the consideration with take-over period within 30 (thirty) days after the first delivery attempt by the post. The limit for one payment using postal payment services is 15.000 €. Payment with amount exceeding this limit can be made only to a bank account.</p>
Information regarding the payment from the Payment Agent	<p>OTP Banka Slovensko, a.s., at the contact e-mail: ppinfo@otpbanka.sk.</p>

3. Deadlines and procedure for transfer of shares:

<p>Invitation to the General Meeting</p>	<p>The Board of Directors of the Target company shall convene the general meeting for the purpose of adopting a decision on transfer of shares of all remaining shareholders to the Offeror executing the squeeze-out right pursuant to Section 118i of the Securities Act within 30 days from the date of receipt of the Offeror's request.</p> <p>All shareholders will be invited for the general meeting by the Target company in the usual manner for general meeting invitations.</p> <p>The invitation to the general meeting will contain, in addition to the requirements of the Commercial Code, also</p> <p>a) information on the amount of consideration, including a justification for the amount of consideration. This information will contain the amount of consideration of EUR 85,00 and its explanation to the extent given in part 1 Amount of consideration payment of these Terms and conditions,</p> <p>b) opinion of the Board of Directors on the adequacy of the proposed consideration,</p> <p>c) information on the granting of prior approval of the National Bank of Slovakia for the exercise of the right of squeeze-out.</p>
<p>Decision on the squeeze-out</p>	<p>In order to approve the decision of the general meeting on the transfer of the shares of all the remaining shareholders to the Offeror, the consent of at least 95% of the votes of all shareholders of the Target company is required.</p> <p>By decision of the general meeting on the transfer of shares of all the remaining shareholders to the Offeror, the right of squeeze-out is considered as exercised.</p>

<p>Notification of the shareholders of the General Meeting decision</p>	<p>The Offeror shall, within ten (10) days following to the general meeting, send in writing to all the remaining shareholders and the pledgee the notice of the general meeting's decision to transfer the shares of all remaining shareholders to the Offeror.</p> <p>The notification shall in particular include the following:</p> <p>a) full text of the decision of the general meeting of the Target company adopted for the purpose of transfer of shares of all remaining shareholders to the Offeror executing the squeeze-out right pursuant to Section 118i of the Securities Act,</p> <p>b) information about the amount of consideration and explanation of the amount. This information will contain the amount of consideration of EUR 85,00 and its explanation to the extent given in part 1 Amount of consideration payment of these Terms and conditions,</p> <p>c) time and method of payment of consideration. This information will correspond to the time and method of payment set out in part 2 Time and method of consideration payment of these Terms and conditions,</p> <p>d) time limit and procedure for the transfer of securities. This information will include procedures given in paragraphs Registration of the decision of the squeeze-out and Transfer of the shares,</p> <p>e) information on granting prior approval of the National Bank of Slovakia for the exercise of the right of squeeze-out,</p> <p>f) instruction on the possibility for the remaining shareholders to oppose the proposed amount of consideration. This information will include the right of shareholders to claim additional consideration with the Offeror within 3 months following the payment of consideration under these Terms and conditions and subsequently initiate a court trial with the Offeror for additional compensation, to the extent given in Section 118i (16) of the Securities Act.</p>
<p>Registration of the decision of the squeeze-out</p>	<p>The Board of Directors of the Target company shall file a proposal for its registration in the Commercial Register no later than 30 days after the decision of the general meeting under the first sentence.</p> <p>The proposal for the registration in the Commercial Register also includes a decision to grant prior approval of the National Bank of Slovakia for the exercise of the Redemption Right and a deposit receipt on the deposit of funds intended to provide consideration to the remaining shareholders.</p>

Transfer of the shares	<p>After 30 days from the registration of the decision of the general meeting in the Commercial Register, the shares of the Target company from the remaining shareholders shall be automatically transferred to the Offeror.</p> <p>The transfer shall be subsequently registered in the Central Depository of Securities by the Target company.</p>
Cost of share transfer	The cost to be paid to the Central Depository of Securities for the share transfer will be paid by the Offeror.
Liens / pledgees	If the existence of a right of lien on shares is established at the time of payment of the consideration, the Payment agent shall provide consideration to the pledgee up to the amount of the claim secured by the right lien. This does not apply if the remaining shareholder proves that the agreement with the pledgee indicates otherwise.

These Terms and conditions of the squeeze-out right execution were approved by the Offeror on 13 August 2019.