DOCUMENTS FOR THE ANNUAL GENERAL MEETING

ANNUAL GENERAL MEETING OF
TISZA CHEMICAL GROUP
PUBLIC LIMITED COMPANY

TO BE HELD ON APRIL 14, 2015

Date of the AGM: April 14, 2015, 11 a.m.
Venue of the AGM: In the registered office of MOL Hungarian Oil and Gas Public Limited Company (1117 Budapest, Október huszonharmadika utca 18.).
Dear Shareholder,

The Annual General Meeting of the Company was convened by the Board of Directors of TVK Plc. for April 14 2015, 11 a.m., whose agenda is contained in the announcement published as stipulated in the by-laws. The announcement was published on 13 March 2015 on the website of the company, of the Budapest Stock Exchange, of the London Stock Exchange and on the Disclosure website of Hungarian National Bank.

ANNOUNCEMENT
BY THE BOARD OF DIRECTORS OF TISZA CHEMICAL GROUP
PUBLIC LIMITED COMPANY

ON THE CONVOCATION OF THE COMPANY’S ORDINARY GENERAL MEETING IN 2015

The Board of Directors of Tisza Chemical Group Public Limited Company (H-3581 Tiszaujvaros, TVK-Industrial Site, TVK Central Office Building, Lot number: 2119/3, Building number: 136., Hungary, Cg. 05-10-000065) notifies the esteemed shareholders that pursuant the Company will hold its ordinary annual general meeting on (Tuesday), April 14, 2015 at 11.00 a.m. in the registered office of MOL Hungarian Oil and Gas Public Limited Company (1117 Budapest, Október huszonharmadika utca 18.).

The Board of Directors convokes the General Meeting with the following agenda:

1. Closing of the business year of 2014:

   − Report of the Board of Directors on the Company’s operations during the last business year;

   − The Board of Directors’ presentation of the annual financial statements prepared in accordance with the requirement of the Hungarian Accounting Law [that of the parent company and the one consolidated in compliance with International Financial Reporting Standards (IFRS)] and the related business reports and its proposal on the distribution of the profit after tax and the determination of dividends.

   − The auditor’s report on the annual financial statements prepared in accordance with the requirements of the Hungarian Accounting Law for the business year of 2014.

   − Report of the Supervisory Board on the annual financial statements prepared in accordance with the requirements of the Hungarian Accounting Law [that of the parent company and the one consolidated in compliance with International Financial Reporting Standards (IFRS)] furthermore on the related business report and its motion for the distribution of profit and determination of the dividends, as well as on the all proposals of the Board of Directors regarding the agenda items to be discussed by the annual general meeting.

   − Decision on the approval of the annual financial reports prepared in accordance with the requirement of the Hungarian Accounting Law [that of the parent company and the one consolidated in compliance with International Financial Reporting Standards (IFRS)] and the
related business reports and resolution on the distribution of the profit and determination of the dividends.

− Decision on the approval of the Corporate Governance Report.

2. Appointment of the auditor, determination of its remuneration for the year 2015 and the contents of the essential elements of the contract to be concluded with the auditor.

3. Decision on the waiver to be granted to the executive officers according to Article 13.2 of the Articles of Association.

4. Election, recall and determination of the remuneration of the members of the Board of Directors.

5. Election, recall and determination of the remuneration of the members of the Supervisory Board and the Audit Committee.

6. The Board of Directors’ presentation regarding the acquisition of treasury shares following the ordinary annual general meeting of 2014 in accordance with Section 3:223 (4) of the Civil Code.

7. Amendment of the Articles of Association

The right to propose an addition to the agenda of the General Meeting can be exercised by the shareholders who possess at least one percent of the votes within a period of eight days after the publication of the announcement on the convocation of the general meeting. Shareholders possessing at least one percent of the votes are entitled to put forward also proposals for resolution concerning the items on the agenda.

The general meeting convoked for the announced time will have quorum if attended in person or through their authorized representatives by shareholders representing more than half of the voting shares.

In the event the general meeting does not have quorum, the Board of Directors will – according to Section 3:275 of the Civil Code – hereby convocate the general meeting repeated for the lack of quorum for the same day, that is, at 11.00 a.m. of (Tuesday) April 28, 2015, with the same agenda and on the same venue. The conditions for having right to participate in the repeated general meeting are the same as the conditions for participation in the original general meeting. The repeated general meeting will have quorum in respect of matters on the original agenda regardless of the number of attending shareholders.

Proposed resolutions relating to the items on the agenda will be published on the web sites of the Budapest Stock Exchange, the London Stock Exchange and of the Company in harmony with the Regulations of the Budapest Stock Exchange for listing and continued trading 21 days before the day of annual general meeting.

Conditions for participating in the general meeting and exercising the voting rights:

In order to be registered in the Share Register in the course of the shareholders’ identification, shareholders must comply with the Articles of Association of the Company and the relevant laws. The name of shareholders and Nominees intending to participate in the General Meeting shall be registered by the manager of the Share Register on April 10, 2015 and it has to be in compliance with the result of the shareholder’s identification. Upon instruction of the Board of Directors the Share Register will be closed on April 10, 2015, and no application for registration shall be accepted until the day following the closing of the general meeting. The record date of the shareholders’ identification shall be April 7, 2015. In line with the relevant legal provisions the shareholder’s rights (namely; participation in
the general meeting, request for information within the legal framework, the exercise of voting rights) can be only exercised by that person whose name is included in the share register at 6 PM latest two working days before the starting day of the general meeting. The securities account holders shall be responsible for registering the shareholders in the Share Register upon instruction of such shareholders. The securities account holders shall provide information to the shareholders on the deadlines for giving instructions to the securities account holders.

The Company shall not be liable for the performance of or the failure to perform the instructions given to the securities account holder. Closing the Share Register does not restrict the right of the persons registered in the Share Register to transfer their shares following the closing date. Transferring shares prior to the general meeting does not deprive the persons registered in the Share Register of their rights to participate at the general meeting and exercise their rights they are entitled to as shareholders.

The holders of registered ordinary shares shall have one point one hundredth (1.01) of a vote for each share with the face value of HUF 1,010.

Every shareholder may participate at the general meeting in person or through their representatives complying with the provisions of Act V of 2013 on the Civil Code or through the shareholder’s proxy holding a power-of-attorney complying with the provisions of Act CXX of 2001 on the Capital Market, as amended.

Shareholders may exercise their rights at a General Meeting via a proxy. Unless otherwise provided under law, a member of the Board of Director of the Supervisory Board, and the auditor. A Letter of Proxy shall be submitted to the Company in the form of a public document, a private document with full conclusive force or using the form received from the Company.

Shareholders wishing to grant power of attorney to a proxy using the form specified in Section 16.2 of the Articles of Association shall submit a request to the effect in a letter to TVK Plc. (mailing address: H-3581 Tiszaujvaros, P.O.Box: 20., Hungary) or by e-mail (at reszvenyiroda@tvk.hu), no later than April 8, 2015. The request shall accurately identify the shareholders name and (mailing or e-mail) address to which the form can be delivered.

The power-of-attorney made out to the name of the representative shall be set forth in a public document or a fully conclusive private document. As far as representation of legal entities operating in the territory of the Republic of Hungary is concerned, the signatory rights for the legal entity(ies) signing the power-of-attorney shall be verified by means of a document issued by authentic public records (a certificate of incorporation, not older than 30 days) and by specimen signature card. Powers-of-attorney made out in the form of public document or private document abroad shall be legalized by the authority representing Hungary abroad which is competent for the place where the document is made out. It is not necessary to legalize a public document made out abroad where the country it is made out in is a party to the convention signed in The Hague on October 5, 1961 on „Abolishing the Requirement of Legalization for Foreign Public Documents”. In such a case the public documents has to be equipped with an authentication clause („Apostille”).

The power of attorney (with the exception of the power of attorney issued by a proxy card) shall be deposited at registration prior to the commencement of the general meeting at the latest, in accordance to the Articles of Association. The power of attorney given by a proxy card shall arrive to the address of the Company (H-3581 Tiszaujvaros, TVK-Industrial Site, TVK Central Office Building, Lot number: 2119/3, Building number: 136.; mailing address: H-3581 Tiszaujvaros, P.O.Box: 20., Hungary) by April 13, 2015 at the latest.
The certified Hungarian translation of documents serving to verify the representation rights in foreign language have to be attached in every case.

Powers-of-attorney for representation shall be valid for a general meeting or a definite period but not more than 12 months. The validity of the power-of-attorney for representation is extended to the continuation of a suspended general meeting and the general meeting convoked repeatedly because of the lack of quorum.

In respect of owners of Global Depository Receipts („GDR”) the right to exercise representation rights lies with The Bank of New York Mellon pursuant to the power-of-attorney received from the shareholders with regard to the proposed resolutions of the general meeting. Information on the detailed procedural rules relating to the exercising of representation rights will be given to GDR owners by the associate of The Bank of New York Mellon (Mr. Slawek Soltowski, The Bank of New York Mellon, Depository Receipts Division, 101 Barclay Street, 22nd Floor, West New York, NY 10286 USA, fax: 00/1/212/571-3050, telephone: 00/1/212/815-3503, E-mail: slawek.soltowski@bnymellon.com).

Shareholder’s (representative) rights will be verified on the venue and date of the general meeting between 9.45 and 10.30 a.m. Registration is also subject to the verification of the shareholder’s or his or her proxy’s identity by the presentation of a valid identity card, passport, driver’s license or a valid passport of foreign citizens. Actions of representatives also require the submission of a proper power-of-attorney.

On the day of the general meeting the list of attendants will be closed at 10.30 a.m. and those shareholders or their representatives may participate and exercise their voting rights in the general meeting who have registered themselves by this time. Upon closing the list of attendants the shareholders arriving before the start of the general meeting may attend the general meeting as audience but they shall not exercise their voting rights. On this account we ask our shareholders and their representatives to appear in time for the registration.

Information in connection with the announcement and the status of registration in the Share Register is available through the Investor Relations expert of the Company – within the framework of customer service – from 10.00 through 16.00 on working days (telephone: +36/1-464-1316, e-mail: reszvenyiroda@tvk.hu).

The language of the general meeting shall be Hungarian.

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

Tiszaújváros, March 13, 2015

BOARD OF DIRECTORS
TISZA CHEMICAL GROUP PUBLIC LIMITED COMPANY
Summary of the number of shares and voting rights existing on the date of the convocation of the General Meeting

Composition of share capital of the Company on March 13, 2015:

<table>
<thead>
<tr>
<th>Share series</th>
<th>ISIN code</th>
<th>Par value (HUF/share)</th>
<th>Issued number</th>
<th>Total par value (HUF)</th>
</tr>
</thead>
<tbody>
<tr>
<td>„A“ series</td>
<td>HU0000073119</td>
<td>1,010</td>
<td>24,290,843</td>
<td>24,533,751,430</td>
</tr>
<tr>
<td>Share capital</td>
<td></td>
<td></td>
<td></td>
<td>24,533,751,430</td>
</tr>
</tbody>
</table>

Number of voting rights attached to the shares on March 13, 2015:

<table>
<thead>
<tr>
<th>Share series</th>
<th>Issued number</th>
<th>Shares with voting rights</th>
<th>Voting right per share</th>
<th>Total voting rights</th>
<th>Number of treasury shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>„A“ series</td>
<td>24,290,843</td>
<td>24,290,843</td>
<td>1.01</td>
<td>24,533,751</td>
<td>0</td>
</tr>
</tbody>
</table>
PROPOSALS FOR THE ANNUAL GENERAL MEETING

ANNUAL GENERAL MEETING OF
TISZA CHEMICAL GROUP
PUBLIC LIMITED COMPANY

TO BE HELD ON APRIL 14, 2015
PROPOSAL

to Item 1 of the Agenda of the 2015 Annual General Meeting

Proposals for closing the business year 2014

Report of the Board of Directors on the Company’s operations during the business year of 2014; presentation of the annual financial statements prepared in accordance with the requirements of the Hungarian Accounting Law for the business year of 2014 (that of the parent company and the one consolidated in compliance with International Financial Reporting Standards (IFRS)) and the related business reports and its proposal on the use of the profit after tax.

Our shareholders are requested to note that the following reports are attached to the AGM Documents: TVK Plc’s unconsolidated and consolidated Annual Report for the year 2014 and the related Business Reports. The Report of the Board of Directors on the Company’s operations during 2014 will be presented on the AGM.
### TISZA CHEMICAL GROUP PUBLIC LIMITED COMPANY

Balance sheet – Assets for the year ending on 31 December 2014

(All amounts in millions of HUF, unless otherwise indicated)

The accompanying notes are an integral part of this balance sheet.

Statistics code: 10725759-2016-114-05

Company registration number: 05-10-000065

<table>
<thead>
<tr>
<th>Description</th>
<th>Prior year</th>
<th>Current year</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>A. NON-CURRENT ASSETS</strong></td>
<td>111,582</td>
<td>128,625</td>
</tr>
<tr>
<td><strong>A/I INTANGIBLE ASSETS</strong></td>
<td>2,081</td>
<td>1,804</td>
</tr>
<tr>
<td>A/I/1 Capitalized cost of foundation and restructuring</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>A/I/2 Capitalized research and development</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>A/I/3 Property rights</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>A/I/4 Intellectual property</td>
<td>2,081</td>
<td>1,804</td>
</tr>
<tr>
<td>A/I/5 Goodwill</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>A/I/6 Advances on intangible assets</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>A/I/7 Revaluation of intangible assets</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>A/II PROPERTY, PLANT AND EQUIPMENT</strong></td>
<td>107,284</td>
<td>124,624</td>
</tr>
<tr>
<td>A/II/1 Land and building and related property rights</td>
<td>26,315</td>
<td>26,076</td>
</tr>
<tr>
<td>A/II/2 Plant, machinery and vehicles</td>
<td>64,646</td>
<td>59,978</td>
</tr>
<tr>
<td>A/II/3 Other equipment, fixtures and vehicles</td>
<td>3,968</td>
<td>3,993</td>
</tr>
<tr>
<td>A/II/4 Livestock</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>A/II/5 Assets under construction</td>
<td>8,212</td>
<td>32,716</td>
</tr>
<tr>
<td>A/II/6 Advances on assets under construction</td>
<td>4,143</td>
<td>1,861</td>
</tr>
<tr>
<td>A/II/7 Revaluation of property, plant and equipment</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>A/III NON-CURRENT FINANCIAL INVESTMENTS</strong></td>
<td>2,217</td>
<td>2,197</td>
</tr>
<tr>
<td>A/III/1 Non-current investments</td>
<td>2,217</td>
<td>2,197</td>
</tr>
<tr>
<td>A/III/2 Non-current loans to related parties</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>A/III/3 Other non-current investments</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>A/III/4 Non-current loans to other investments</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>A/III/5 Other non-current loans</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>A/III/6 Non-current debt securities</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>A/III/7 Revaluation of financial investments</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>
TISZA CHEMICAL GROUP PUBLIC LIMITED COMPANY
Balance sheet – Assets for the year ending on 31 December 2014
(All amounts in millions of HUF, unless otherwise indicated)
The accompanying notes are an integral part of this balance sheet.

Statistical code: 10725759-2016-114-05
Company registration number: 05-10-000065

<table>
<thead>
<tr>
<th>Description</th>
<th>Prior year</th>
<th>Current year</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>B</strong> CURRENT ASSETS</td>
<td>91,784</td>
<td>76,923</td>
</tr>
<tr>
<td><strong>B/I</strong> INVENTORIES</td>
<td>15,638</td>
<td>15,614</td>
</tr>
<tr>
<td>B/I/1 Raw materials and consumables</td>
<td>6,408</td>
<td>5,878</td>
</tr>
<tr>
<td>B/I/2 Unfinished production and semi-finished products</td>
<td>1,039</td>
<td>893</td>
</tr>
<tr>
<td>B/I/3 Grown, fattened and other livestock</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>B/I/4 Finished products</td>
<td>8,087</td>
<td>7,057</td>
</tr>
<tr>
<td>B/I/5 Merchandises</td>
<td>37</td>
<td>1,385</td>
</tr>
<tr>
<td>B/I/6 Advances on inventories</td>
<td>67</td>
<td>401</td>
</tr>
<tr>
<td><strong>B/II</strong> RECEIVABLES</td>
<td>70,188</td>
<td>56,950</td>
</tr>
<tr>
<td>B/II/1 Receivables from the supply of goods and services</td>
<td>42,388</td>
<td>44,933</td>
</tr>
<tr>
<td>B/II/2 Receivables from related parties</td>
<td>11,398</td>
<td>9,747</td>
</tr>
<tr>
<td>B/II/3 Receivables from other investments</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>B/II/4 Receivables from bills of exchange</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>B/II/5 Other receivables</td>
<td>16,402</td>
<td>2,270</td>
</tr>
<tr>
<td><strong>B/III</strong> SECURITIES</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>B/III/1 Securities in related parties</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>B/III/2 Other securities</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>B/III/3 Treasury shares</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>B/III/4 Debt securities for trading purposes</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>B/IV</strong> CASH AND CASH EQUIVALENTS</td>
<td>5,958</td>
<td>4,359</td>
</tr>
<tr>
<td>B/IV/1 Cash and cheques</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>B/IV/2 Bank accounts</td>
<td>5,958</td>
<td>4,359</td>
</tr>
<tr>
<td><strong>C</strong> PREPAYMENTS</td>
<td>84</td>
<td>226</td>
</tr>
<tr>
<td>C/1 Accrued income</td>
<td>39</td>
<td>180</td>
</tr>
<tr>
<td>C/2 Prepaid cost and expenses</td>
<td>45</td>
<td>46</td>
</tr>
<tr>
<td>C/3 Deferred expenses</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>TOTAL ASSETS</strong></td>
<td>203,450</td>
<td>205,774</td>
</tr>
</tbody>
</table>
### TISZA CHEMICAL GROUP PUBLIC LIMITED COMPANY

#### Balance sheet – Liabilities for the year ending on 31 December 2014

(All amounts in millions of HUF, unless otherwise indicated)

**Statistical code:** 10725759-2016-114-05  
**Company registration number:** 05-10-000065

<table>
<thead>
<tr>
<th>Description</th>
<th>Prior year</th>
<th>Current year</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>D</strong> SHAREHOLDERS' EQUITY</td>
<td>109,714</td>
<td>139,788</td>
</tr>
<tr>
<td>D/I Share capital</td>
<td>24,534</td>
<td>24,534</td>
</tr>
<tr>
<td>- of which: treasury shares at nominal value</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>D/II Registered but unpaid capital</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>D/III Share premium</td>
<td>4,624</td>
<td>4,624</td>
</tr>
<tr>
<td>D/IV Retained earnings</td>
<td>80,556</td>
<td>80,556</td>
</tr>
<tr>
<td>D/V Tied-up reserve</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>D/VI Valuation reserve</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>D/VII Net income for the period</td>
<td>0</td>
<td>30,074</td>
</tr>
<tr>
<td><strong>E</strong> PROVISIONS</td>
<td></td>
<td></td>
</tr>
<tr>
<td>E/1 Provision for expected liabilities</td>
<td>2,609</td>
<td>4,242</td>
</tr>
<tr>
<td>E/2 Provision for future expenses</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>E/3 Other provisions</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>F</strong> LIABILITIES</td>
<td></td>
<td></td>
</tr>
<tr>
<td>F/I SUBORDINATED LIABILITIES</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>F/I/1 Subordinated liabilities to related parties</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>F/I/2 Subordinated liabilities to other investment</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>F/I/3 Subordinated liabilities to third parties</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>
### TISZA CHEMICAL GROUP PUBLIC LIMITED COMPANY

**Balance sheet – Liabilities for the year ending on 31 December 2014**

(All amounts in millions of HUF, unless otherwise indicated)

**Statistical code:** 10725759-2016-114-05

**Company registration number:** 05-10-000065

<table>
<thead>
<tr>
<th>Description</th>
<th>Prior year</th>
<th>Current year</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>F/II</strong> NON-CURRENT LIABILITIES</td>
<td></td>
<td></td>
</tr>
<tr>
<td>F/II/1 Non-current loans</td>
<td>24,050</td>
<td>7,242</td>
</tr>
<tr>
<td>F/II/2 Convertible bonds</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>F/II/3 Liability from bond issue</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>F/II/4 Liabilities from capital investment and development loans</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>F/II/5 Liabilities from other non-current loans</td>
<td>2,375</td>
<td>6,297</td>
</tr>
<tr>
<td>F/II/6 Non-current liabilities to related parties</td>
<td>21,675</td>
<td>945</td>
</tr>
<tr>
<td>F/II/7 Non-current liabilities to other investments</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>F/II/8 Other non-current liabilities</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>F/III</strong> CURRENT LIABILITIES</td>
<td>63,912</td>
<td>50,599</td>
</tr>
<tr>
<td>F/III/1 Current borrowings</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>F/III/2 Current loans</td>
<td>6,091</td>
<td>1,889</td>
</tr>
<tr>
<td>F/III/3 Advances from debtors</td>
<td>145</td>
<td>186</td>
</tr>
<tr>
<td>F/III/4 Liabilities from the supply of goods and services (suppliers)</td>
<td>8,443</td>
<td>14,014</td>
</tr>
<tr>
<td>F/III/5 Bills of exchange</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>F/III/6 Current liabilities to related parties</td>
<td>45,917</td>
<td>30,445</td>
</tr>
<tr>
<td>F/III/7 Current liabilities to other investments</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>F/III/8 Other current liabilities</td>
<td>3,316</td>
<td>4,065</td>
</tr>
<tr>
<td><strong>G</strong> ACCRUALS</td>
<td></td>
<td></td>
</tr>
<tr>
<td>G/1 Deferred revenues</td>
<td>3,165</td>
<td>3,903</td>
</tr>
<tr>
<td>G/2 Accrued cost and expenses</td>
<td>1</td>
<td>0</td>
</tr>
<tr>
<td>G/3 Other deferred revenues</td>
<td>0</td>
<td>1,346</td>
</tr>
<tr>
<td><strong>TOTAL SHAREHOLDERS’ EQUITY AND LIABILITIES</strong></td>
<td>203,450</td>
<td>205,774</td>
</tr>
</tbody>
</table>
TISZA CHEMICAL GROUP PUBLIC LIMITED COMPANY

Income Statement for the year ending on 31 December 2014
(All amounts in millions of HUF, unless otherwise indicated)
The accompanying notes are an integral part of this income statement.

Statistical code: 10725759-2016-114-05
Company registration number: 05-10-000065

<table>
<thead>
<tr>
<th>Description</th>
<th>Prior year</th>
<th>Current year</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Net domestic sales revenue</td>
<td>212,811</td>
<td>209,856</td>
</tr>
<tr>
<td>2 Net export sales revenue</td>
<td>193,968</td>
<td>192,340</td>
</tr>
<tr>
<td><strong>I NET SALES REVENUES</strong></td>
<td><strong>406,779</strong></td>
<td><strong>402,196</strong></td>
</tr>
<tr>
<td>3 Changes in own-produced inventory</td>
<td>(4,199)</td>
<td>(1,176)</td>
</tr>
<tr>
<td>4 Work performed by the enterprise and capitalised</td>
<td>1,435</td>
<td>898</td>
</tr>
<tr>
<td><strong>II CAPITALISED OWN PERFORMANCE</strong></td>
<td><strong>(2,764)</strong></td>
<td><strong>(278)</strong></td>
</tr>
<tr>
<td><strong>III OTHER OPERATING INCOME</strong></td>
<td><strong>3,184</strong></td>
<td><strong>3,665</strong></td>
</tr>
<tr>
<td>-of which reversed impairment</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>5 Raw material costs</td>
<td>337,550</td>
<td>317,906</td>
</tr>
<tr>
<td>6 Value of services used</td>
<td>11,791</td>
<td>12,816</td>
</tr>
<tr>
<td>7 Other services</td>
<td>1,518</td>
<td>1,730</td>
</tr>
<tr>
<td>8 Cost of goods sold</td>
<td>16,972</td>
<td>7,636</td>
</tr>
<tr>
<td>9 Value of services sold (intermediated)</td>
<td>4,030</td>
<td>2,028</td>
</tr>
<tr>
<td><strong>IV MATERIAL EXPENSES</strong></td>
<td><strong>371,861</strong></td>
<td><strong>342,116</strong></td>
</tr>
<tr>
<td>10 Wages and salaries</td>
<td>5,763</td>
<td>5,668</td>
</tr>
<tr>
<td>11 Other personnel expenses</td>
<td>922</td>
<td>868</td>
</tr>
<tr>
<td>12 Tax and contributions</td>
<td>1,848</td>
<td>1,776</td>
</tr>
<tr>
<td><strong>V PERSONNEL EXPENSES</strong></td>
<td><strong>8,533</strong></td>
<td><strong>8,312</strong></td>
</tr>
<tr>
<td><strong>VI DEPRECIATION</strong></td>
<td><strong>11,389</strong></td>
<td><strong>11,358</strong></td>
</tr>
<tr>
<td><strong>VII OTHER OPERATING EXPENSES</strong></td>
<td><strong>7,161</strong></td>
<td><strong>10,129</strong></td>
</tr>
<tr>
<td>-of which: impairment</td>
<td>330</td>
<td>317</td>
</tr>
<tr>
<td><strong>A PROFIT OR LOSS FROM OPERATING ACTIVITIES</strong></td>
<td><strong>8,255</strong></td>
<td><strong>33,668</strong></td>
</tr>
</tbody>
</table>
TISZA CHEMICAL GROUP PUBLIC LIMITED COMPANY

Income Statement for the year ending on 31 December 2014
(All amounts in millions of HUF, unless otherwise indicated)
The accompanying notes are an integral part of this income statement.

Statistical code: 10725759-2016-114-05
Company registration number: 05-10-000065

<table>
<thead>
<tr>
<th>Description</th>
<th>Prior year</th>
<th>Current year</th>
</tr>
</thead>
<tbody>
<tr>
<td>13 Received (due) dividend</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- of which received from related parties</td>
<td>531</td>
<td>624</td>
</tr>
<tr>
<td>14 Gain from the sale of investments</td>
<td>10</td>
<td>0</td>
</tr>
<tr>
<td>- of which received from related parties</td>
<td>10</td>
<td>0</td>
</tr>
<tr>
<td>15 Interest and exchange rate gains on financial investments</td>
<td>13</td>
<td>0</td>
</tr>
<tr>
<td>- of which received from related parties</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>16 Other received (due) interest and interest-type revenues</td>
<td>16</td>
<td>20</td>
</tr>
<tr>
<td>- of which received from related parties</td>
<td>9</td>
<td>11</td>
</tr>
<tr>
<td>17 Other revenues of financial difference</td>
<td>6,891</td>
<td>7,190</td>
</tr>
<tr>
<td>- of which: fair valuation difference</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>VIII TOTAL FINANCIAL INCOME</td>
<td>7,461</td>
<td>7,834</td>
</tr>
<tr>
<td>18 Exchange rate loss on financial investments</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>- of which: to related parties</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>19 Interest and interest-type expenses</td>
<td>1,607</td>
<td>1,297</td>
</tr>
<tr>
<td>- of which to related parties</td>
<td>1,328</td>
<td>1,029</td>
</tr>
<tr>
<td>20 Impairment on investments, securities and bank deposits</td>
<td>0</td>
<td>20</td>
</tr>
<tr>
<td>21 Other financial expenses</td>
<td>6,999</td>
<td>6,406</td>
</tr>
<tr>
<td>- of which: fair valuation difference</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>IX TOTAL FINANCIAL EXPENSES</td>
<td>8,606</td>
<td>7,723</td>
</tr>
<tr>
<td>B FINANCIAL PROFIT OR LOSS</td>
<td>(1,145)</td>
<td>111</td>
</tr>
<tr>
<td>C ORDINARY BUSINESS PROFIT</td>
<td>7,110</td>
<td>33,779</td>
</tr>
<tr>
<td>X EXTRAORDINARY REVENUES</td>
<td>576</td>
<td>29</td>
</tr>
<tr>
<td>XI EXTRAORDINARY EXPENSES</td>
<td>1,265</td>
<td>1,288</td>
</tr>
<tr>
<td>D EXTRAORDINARY PROFIT OR LOSS</td>
<td>(689)</td>
<td>(1,259)</td>
</tr>
<tr>
<td>E PROFIT BEFORE TAXATION</td>
<td>6,421</td>
<td>32,520</td>
</tr>
<tr>
<td>XII Income tax</td>
<td>220</td>
<td>2,446</td>
</tr>
<tr>
<td>F PROFIT AFTER TAXATION</td>
<td>6,201</td>
<td>30,074</td>
</tr>
<tr>
<td>22 Use of retained earnings for dividend</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>23 Approved dividend and profit share</td>
<td>6,201</td>
<td>0</td>
</tr>
<tr>
<td>G NET INCOME FOR THE PERIOD</td>
<td>0</td>
<td>30,074</td>
</tr>
</tbody>
</table>
### TVK Plc. and subsidiaries - Consolidated balance sheet
#### prepared in accordance with International Financial Reporting Standards
#### 31 December 2014

The notes are an integral part of these consolidated financial statements.

<table>
<thead>
<tr>
<th></th>
<th>2014 HUF million</th>
<th>2013 restated HUF million</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Non-current assets</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Intangible assets</td>
<td>1,804</td>
<td>2,081</td>
</tr>
<tr>
<td>Property, plant and equipment, net</td>
<td>137,197</td>
<td>118,331</td>
</tr>
<tr>
<td>Investments in associated companies</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Deferred tax assets</td>
<td>-</td>
<td>1,536</td>
</tr>
<tr>
<td>Other non-current assets</td>
<td>1,861</td>
<td>4,143</td>
</tr>
<tr>
<td><strong>Total non-current assets</strong></td>
<td>140,862</td>
<td>126,091</td>
</tr>
<tr>
<td><strong>Current assets</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Inventories</td>
<td>11,114</td>
<td>13,341</td>
</tr>
<tr>
<td>Trade receivables, net</td>
<td>52,900</td>
<td>52,921</td>
</tr>
<tr>
<td>Securities</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Other current assets</td>
<td>3,410</td>
<td>16,831</td>
</tr>
<tr>
<td>Prepaid taxes</td>
<td>155</td>
<td>285</td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>7,783</td>
<td>8,700</td>
</tr>
<tr>
<td><strong>Total current assets</strong></td>
<td>75,362</td>
<td>92,078</td>
</tr>
<tr>
<td><strong>TOTAL ASSETS</strong></td>
<td>218,169</td>
<td>216,333</td>
</tr>
<tr>
<td><strong>EQUITY AND LIABILITIES</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Equity attributable to equity holders of the parent</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Share capital</td>
<td>24,534</td>
<td>24,534</td>
</tr>
<tr>
<td>Reserves</td>
<td>90,173</td>
<td>90,852</td>
</tr>
<tr>
<td>Profit for the year attributable to equity holders of the parent</td>
<td>28,185</td>
<td>5,661</td>
</tr>
<tr>
<td><strong>Total equity</strong></td>
<td>142,892</td>
<td>121,047</td>
</tr>
<tr>
<td><strong>Non-current liabilities</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Long-term debt, net of current portion</td>
<td>13,718</td>
<td>31,508</td>
</tr>
<tr>
<td>Provisions</td>
<td>2,556</td>
<td>2,140</td>
</tr>
<tr>
<td>Deferred tax liabilities</td>
<td>878</td>
<td>-</td>
</tr>
<tr>
<td>Other non-current liabilities</td>
<td>11</td>
<td>32</td>
</tr>
<tr>
<td><strong>Total non-current liabilities</strong></td>
<td>17,163</td>
<td>33,680</td>
</tr>
<tr>
<td><strong>Current liabilities</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trade and other payables</td>
<td>44,483</td>
<td>53,472</td>
</tr>
<tr>
<td>Provisions</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Short-term debt</td>
<td>2,001</td>
<td>676</td>
</tr>
<tr>
<td>Current portion of long-term debt</td>
<td>4,812</td>
<td>5,668</td>
</tr>
<tr>
<td><strong>Total current liabilities</strong></td>
<td>56,169</td>
<td>63,442</td>
</tr>
<tr>
<td><strong>TOTAL EQUITY AND LIABILITIES</strong></td>
<td>216,224</td>
<td>218,169</td>
</tr>
</tbody>
</table>
TVK Plc. and subsidiaries
Consolidated income statement
prepared in accordance with International Financial Reporting Standards
31 December 2014
The notes are an integral part of these consolidated financial statements

<table>
<thead>
<tr>
<th></th>
<th>2014</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>HUF million</td>
<td>HUF million</td>
</tr>
<tr>
<td>Net revenue</td>
<td>400,019</td>
<td>402,490</td>
</tr>
<tr>
<td>Other operating income</td>
<td>1,676</td>
<td>704</td>
</tr>
<tr>
<td><strong>Total operating income</strong></td>
<td>401,695</td>
<td>403,194</td>
</tr>
<tr>
<td>Raw materials and consumables</td>
<td>333,326</td>
<td>362,866</td>
</tr>
<tr>
<td>Personnel expenses</td>
<td>8,236</td>
<td>8,167</td>
</tr>
<tr>
<td>Depreciation, depletion,</td>
<td>13,581</td>
<td>13,529</td>
</tr>
<tr>
<td>amortisation and impairment</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other operating expenses</td>
<td>9,328</td>
<td>5,096</td>
</tr>
<tr>
<td>Change in inventories of</td>
<td>1,176</td>
<td>4,199</td>
</tr>
<tr>
<td>finished goods and work in</td>
<td></td>
<td></td>
</tr>
<tr>
<td>progress</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Work performed by the enterprise and capitalized</td>
<td>(881)</td>
<td>(1,417)</td>
</tr>
<tr>
<td><strong>Total operating expenses</strong></td>
<td>364,766</td>
<td>392,440</td>
</tr>
<tr>
<td><strong>Operating profit</strong></td>
<td>36,929</td>
<td>10,754</td>
</tr>
<tr>
<td>Financial income</td>
<td>2,393</td>
<td>685</td>
</tr>
<tr>
<td>Financial expense</td>
<td>4,037</td>
<td>3,685</td>
</tr>
<tr>
<td><strong>Financial expense, net</strong></td>
<td>(1,644)</td>
<td>(3,000)</td>
</tr>
<tr>
<td>Income from associates</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Profit before tax</strong></td>
<td>35,285</td>
<td>7,754</td>
</tr>
<tr>
<td>Income tax expense</td>
<td>7,100</td>
<td>2,093</td>
</tr>
<tr>
<td><strong>Profit for the year</strong></td>
<td>28,185</td>
<td>5,661</td>
</tr>
<tr>
<td>Attributable to:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Equity holders of the parent</td>
<td>28,185</td>
<td>5,661</td>
</tr>
<tr>
<td>Non-controlling interests</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Basic earnings per share</strong></td>
<td>1,160</td>
<td>233</td>
</tr>
<tr>
<td>Attributable to ordinary equity holders of the parent (HUF)</td>
<td>1,160</td>
<td>233</td>
</tr>
</tbody>
</table>
PROPOSAL

to Item 1 of the Agenda of the 2015 Annual General Meeting

Proposals for closing the business year 2014

The auditor’s report on the annual financial statements prepared in accordance with the requirements of the Hungarian Accounting Law for the business year of 2014.

Our shareholders are requested to note that the Auditor’s Reports form integral parts of the Annual Report and Consolidated Annual Report for 2014 of TVK Plc. and the information set out in these reports should be considered in conjunction with the financial statements indicated in said reports (Balance-sheet and Income statement) and with the supplementary notes, not present in the General Meeting materials. For a better understanding of TVK Plc.’s and TVK Group’s consolidated financial position as of 31 December 2014 and the results of its operations for the year then ended, the accompanying balance sheets and statements of operations should be read in conjunction with the supplement (notes) to the financial statements.
This is a translation of the Hungarian Report

Independent Auditors' Report

To the Shareholders of Tisza Chemical Public Limited Company

Report on financial statements

1.) We have audited the accompanying 2014 annual financial statements of Tisza Chemical Public Limited Company (“the Company”), which comprise the balance sheet as at 31 December 2014 - showing a balance sheet total of HUF 205,774 million and a profit for the year of HUF 30,074 million -, the related income statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

2.) Management is responsible for the preparation and presentation of financial statements that give a true and fair view in accordance with the Hungarian Accounting Law and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

3.) Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Hungarian National Auditing Standards and with applicable laws and regulations in Hungary. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

4.) An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments the auditor considers internal control relevant to the entity's preparation and presentation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

5.) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.
Opinion

6.) In our opinion the annual financial statements give a true and fair view of the equity and financial position of Tisza Chemical Public Limited Company as at 31 December 2014 and of the results of its operations for the year then ended in accordance with the Hungarian Accounting Law.

Emphasis of matter

7.) We draw attention to Note 37.3 in the supplementary notes, which describes the environmental aspects of the Company’s operation and highlights the risk of additional significant decontamination expenses that might incur over the current amount of the provision in relation to past environmental damage as may be identified by future environmental surveys. Our opinion is not qualified in respect of this matter.

Other matters

8.) This independent auditors’ report has been issued for consideration by the forthcoming shareholders’ meeting for decision making purposes and, as such, does not reflect the impact, if any, of the resolutions to be adopted at that meeting.

Other reporting requirement – Report on the business report

9.) We have reviewed the business report of Tisza Chemical Public Limited Company for 2014. Management is responsible for the preparation of the business report in accordance with the Hungarian Accounting Law. Our responsibility is to assess whether the business report is consistent with the financial statements for the same financial year. Our work regarding the business report has been restricted to assessing whether the business report is consistent with the financial statements and did not include reviewing other information originated from non-audited financial records. In our opinion, the business report of Tisza Chemical Public Limited Company for 2014 corresponds to the disclosures in the 2014 financial statements of Tisza Chemical Public Limited Company.

Budapest, 11 March 2015

(The original Hungarian language version has been signed.)

Havas István
Ernst & Young Kft.
Registration No. 001165

Havas István
Registered auditor
Chamber membership No.: 003395
Independent Auditors' Report

To the Shareholders of Tisza Chemical Group Public Limited Company

Report on the consolidated financial statements

1.) We have audited the accompanying 2014 consolidated annual financial statements of Tisza Chemical Group Public Limited Company (“the Company”), which comprise the consolidated balance sheet as at 31 December 2014 - showing a balance sheet total of HUF 216,224 million and a profit for the year of HUF 28,185 million -, the related consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

Management’s responsibility for the consolidated financial statements

2.) Management is responsible for the preparation and presentation of consolidated financial statements that give a true and fair view in accordance with the International Financial Reporting Standards as adopted by EU, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor’s responsibility

3.) Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Hungarian National Auditing Standards and with applicable laws and regulations in Hungary. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

4.) An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments the auditor considers internal control relevant to the entity’s preparation and presentation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

5.) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.
Opinion

6.) In our opinion the consolidated annual financial statements give a true and fair view of the equity and financial position of Tisza Chemical Group Public Limited Company as at 31 December 2014 and of the results of its operations for the year then ended in accordance with the International Financial Reporting Standards as adopted by EU.

Emphasis of matter

7.) We draw attention to Note 28 of the consolidated annual financial statements that describe the environmental aspects of the Company’s operation and highlights the risk of additional significant decontamination expenses that might incur over the current amount of the provision in relation to past environmental damage as may be identified by future environmental surveys. Our opinion is not qualified in respect of this matter.

Other reporting requirement – Report on the consolidated business report

8.) We have reviewed the consolidated business report of Tisza Chemical Group Public Limited Company for 2014. Management is responsible for the preparation of the consolidated business report in accordance with the Hungarian legal requirements. Our responsibility is to assess whether the consolidated business report is consistent with the consolidated financial statements for the same financial year. Our work regarding the consolidated business report has been restricted to assessing whether the consolidated business report is consistent with the consolidated annual financial statements and did not include reviewing other information originated from non-audited financial records. In our opinion, the consolidated business report of Tisza Chemical Group Public Limited Company for 2014 corresponds to the disclosures in the 2014 consolidated annual financial statements of Tisza Chemical Group Public Limited Company.

Budapest, 11 March 2015

Havas István
Ernst & Young Kft.
Registration No. 001165

Havas István
Registered auditor
Chamber membership No.: 003395
PROPOSAL

to Item 1 of the Agenda of the 2015 Annual General Meeting

Proposals for closing the business year 2014

Report of the Supervisory Board on the annual financial statements prepared in accordance with the requirements of the Hungarian Accounting Law for the business year of 2014 and its opinion on the Board of Directors' proposal for the distribution of the profit after tax.

Report of the Supervisory Board
to the Shareholders of TVK Plc.

March 11, 2015

Throughout the business year of 2014, TVK Plc’s Supervisory Board performed its activities in the form of regular board meetings. The Supervisory Board presents the General Assembly with its present business report, pertaining to the business year of 2014, based on the report of the Board of Directors (BoD), the independent auditor’s report and its continuous review of the operation of the cooperation.

According to the opinion of the Supervisory Board, the BoD’s 2014 operation and actions are in line with the laws, with TVK Plc’s Articles of Associations and internal regulations. The company’s corporate information systems and internal regulations ensure the transparency and continuous control of the operation of the company. During the operation of the company, each shareholder received equal treatment as required by law.

Through the Chief Executive Officer, the BoD continuously informed the Supervisory Board about the performance of the company steps taken to implement its strategy.

2014 was a prosperous year for TVK Plc. During the whole year, external market factors turned into continuously favourable. These effects, as well as successful execution of the internal efficiency improvement programs and due to strict cost management, company achieved a constant high level performance and profitability. New investments of the company are in progress and as part of the corporate strategy and petrochemicals value chain, new butadiene plant come shortly into operation. In the opinion of Supervisory Board, the decisions, made by the management of the company on strategy, cost cutting and efficiency improvement helped to gain the optimum of the effects of the improving external environment.

In the opinion of the Supervisory Board, the 2014 work of the BoD was successful.

The Supervisory Board recommends the General Assembly to accept TVK Plc's 2014 annual report prepared according to the Hungarian Act on Accounting with a balance sheet total of HUF 205,774 million and after-tax profit of HUF 30,074 million, as well as the TVK Group's 2014 consolidated annual report with a balance sheet total of HUF 216,224 million and an after tax profit of HUF 28.185 million. The Supervisory Board approves the recommendation of the BoD regarding the utilisation of the 2014 result after tax.

The Supervisory Board supports the election of Ernst & Young Könyvvizsgáló Kft. as auditor for 2015 and the establishment of its remuneration.

The Supervisory Board supports the approval of discharge for the senior management.

László Gyurovszky
Chairman of the Supervisory Board
PROPOSAL

to Item 1 of the Agenda of the 2014 Annual General Meeting

Proposals for closing the business year 2014

Decision on the approval of the annual financial statements prepared in accordance with the requirements of the Hungarian Accounting Law for the business year of 2014 and the related business reports and resolution on the distribution of the profit after tax and the determination of dividends

Under section 3:284, section 3:129 paragraph (1), section 3:120 paragraph (2), section 3:109 paragraph § (2) of the Act V of 2013 on Civil Code, furthermore points 13. 1. e. point, 24.1. b. and point 26. b. of the Articles of Association, the Board of Directors submits to the General Assembly the following document containing the documents for the business year of 2014:

Annual financial statements prepared in accordance with the requirements of the Hungarian Accounting Law for the business year of 2014 (that of the parent company and the one consolidated in compliance with the International Financial Reporting Standards (IFRS)) and the related business reports on 2014:

1. The documents entitled „the consolidated financial statement of Tisza Chemical Group Public Limited Company and subsidiaries prepared in accordance with International Financial Reporting Standards (IFRS) for the year ending as of December 31, 2014 including the independent auditor’s report” and the related business report.

2. The documents entitled „the company only statutory annual financial statements of Tisza Chemical Group Public Limited Company prepared in accordance with the requirements of the Hungarian Accounting Law for the year ending as of December 31, 2014 including the independent auditor’s report” and the related business report.

Proposed resolution

The Board of Directors propose to the General Meeting to accept the annual financial statements prepared in accordance with the requirements of the Hungarian Accounting Law, on the business year of 2014 (that of the parent company and the one consolidated in compliance with the International Financial Reporting Standards (IFRS)), and the related business reports, in possession of the Report by the Supervisory Board and the opinion of the independent Auditor as follows:

a. the consolidated annual financial statements of Tisza Chemical Group Public Limited Company and subsidiaries, prepared in accordance with the International Financial Reporting Standards (IFRS), for the year ending as of December 31, 2014, including the independent auditor’s report and the related business report, with the balance sheet total amounting to HUF 216,224 million and the net profit amounting to HUF 28,185 million;

b. the annual financial statements of Tisza Chemical Group Public Limited Company prepared in accordance with the requirements of the Hungarian Accounting Law, for the year ending as of December 31, 2014, including the independent auditor’s report and the related business report, with the balance sheet total amounting to HUF 205,774 million and the after tax profit amounting to HUF 30,074 million.

The Board of Directors recommends to the General Meeting to pay no dividend in 2015 connected to the year ended 31 December 2014 and the total net income shall be booked as retained earnings.
PROPOSAL

to Item 1 of the Agenda of the 2015 Annual General Meeting

Proposals for closing the business year 2014

Decision on the approval of the corporate governance report

Budapest Stock Exchange published its corporate governance recommendations ("Recommendations") in 2004. In the same year, TVK voluntarily submitted its declaration on the compliance with the Recommendations among first issuers. From 2005 TVK is obliged to submit its declaration on the Recommendations. The Board of Directors approved the declaration in both years. Pursuant to the Company Act from July 2006 and later on according to the Civil Code the declaration needs to be approved by General Meeting, TVK approved already in 2006 by its Annual General Meeting the declaration to be submitted to the Budapest Stock Exchange.

In 2007, Budapest Stock Exchange issued new Corporate Governance Recommendations ("CGR"). According to the CGR, companies listed on the stock exchange are required to express their views on their corporate governance practices in two ways. In the first part of the statement they have to give account of the corporate governance practices applied by their company in the given business year, including their corporate governance policy, and a description of any unusual circumstances.

In 2007, Budapest Stock Exchange issued new Corporate Governance Recommendations ("CGR"). According to the CGR, companies listed on the stock exchange are required to express their views on their corporate governance practices in two ways. In the first part of the statement they have to give account of the corporate governance practices applied by their company in the given business year, including their corporate governance policy, and a description of any unusual circumstances.

In the second part of the statement, in accordance with the "comply or explain" principle, they have to indicate their compliance with those recommendations included in specified sections of the CGR ("R" - recommendation) and whether they apply the different suggestions formulated in the CGR ("S" - suggestion). If the issuer does not apply the recommendation or applies it in a different manner, an explanation of what the discrepancies are and the reasons for the said discrepancies should be provided ("comply or explain" principle). In the case of suggestions, companies shall only indicate whether they apply the given guideline or not; there is no need for a specific explanation. The size of the declaration increased significantly. Until 2007, issuers had to make declaration consisting of 22 questions, from that year 140 questions had to be responded.

In December 2012, BSE modified the Recommendations, however it meant only some changes, mainly actualisation. Compared to the 2007 Recommendations the new one did not enclose conceptional or structural changes of the content. This report was made in accordance to the new, 2012 Recommendations. The Corporate Governance Guidelines of the Budapest Stock Exchange are available on: www.bse.hu

Proposed resolution
The Board of Directors upon the approval of the Supervisory Board agrees to propose the AGM the approval of the Corporate Governance Report, based on the Corporate Governance Recommendations of the Budapest Stock Exchange:

TVK Group Corporate Governance Report in accordance with
**Budapest Stock Exchange Corporate Governance Recommendations**

TVK has always been committed to apply the highest standards of corporate governance structure and practice. The basis of that is using such corporate governance system that meets the national and even the international expectations. TVK submits its declaration on Corporate Governance practice in line with the Corporate Governance Recommendations issued by the Budapest Stock Exchange (BSE) each year since 2004. The Board of Directors accepts and does its best to observe the Recommendations in the course of running the Company and its operations.

The corporate governance of TVK Plc. complies with the requirements of the Budapest Stock Exchange, the financial supervisory guidelines of the Central Bank of Hungary and the relevant capital market regulations. Furthermore TVK regularly reviews the principles it applies in order to comply with international best practices in this area of the business as well. The voluntary approval of the declaration on the Budapest Stock Exchange Corporate Governance Recommendations by the Annual General Meeting in 2006, before the official deadline, served as testament to the Company’s commitment to corporate governance. A separate section of the TVK website (www.tvk.hu) is devoted to corporate governance and where the company publishes its corporate governance policy, convocations to the general meeting, articles of association, and Code of Ethics.

**Board of Directors**

TVK’s Board of Directors acts as the highest governance body of the Company and as such has collective responsibility for all corporate operations.

The Board’s key activities are focused on achieving increasing shareholder value, improving efficiency and profitability, and ensuring transparency in corporate activities. It also aims to ensure appropriate risk management, environmental protection, and conditions for safety at work.

Given that TVK and its subsidiaries effectively operate as a single unit, the Board is also responsible for enforcing its aims and policies, and for promoting the TVK culture throughout the entire Group.

The principles, policies and goals take account of the Board’s specific and unique relationship with TVK’s shareholders, the executive management and the Company. The composition of the Board reflects this with the majority (six of eight members) made up of non-executive, independent directors.

The members of the Board of Directors and their independence status (professional CVs of the members are available on corporate homepage):

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Date of assignment</th>
<th>Independence status</th>
</tr>
</thead>
<tbody>
<tr>
<td>György Mosonyi</td>
<td>Chairman of the Board</td>
<td>26.04.2002</td>
<td>independent</td>
</tr>
<tr>
<td>Ferenc Horváth</td>
<td>Deputy Chairman of the Board</td>
<td>01.05.2011</td>
<td>non-independent</td>
</tr>
<tr>
<td>Gyula Gansperger</td>
<td>Board member</td>
<td>20.04.2006</td>
<td>independent</td>
</tr>
<tr>
<td>Miklós Kamarás</td>
<td>Board member</td>
<td>01.05.2011</td>
<td>independent</td>
</tr>
<tr>
<td>László Madarász</td>
<td>Board member</td>
<td>01.05.2013</td>
<td>independent</td>
</tr>
<tr>
<td>Dr. Péter Medgyessy</td>
<td>Board member</td>
<td>20.04.2006</td>
<td>independent</td>
</tr>
<tr>
<td>Dr. Zoltán Nagy</td>
<td>Board member</td>
<td>01.05.2011</td>
<td>independent</td>
</tr>
</tbody>
</table>
**Operation of the Board of Directors**

The Board acts and makes resolutions as a collective body.

The Board adopted a set of rules (Charter) to govern its own activities when the company was founded (on December 31, 1991); these rules are regularly updated to ensure continued adherence to best practice standards.

The Board Charter covers:
- scope of the authority and responsibilities of the Board,
- provision of information to the Board, the frequency of reports,
- main responsibilities of the Chairman and the Deputy Chairman,
- order and preparation of Board meetings and the permanent items of the agenda, and
- decision-making mechanism, and the manner in which the implementation of resolutions is monitored.

Members of the Board have signed a declaration on conflict of interest and they have reported their position as director in the Board to their employer or principal as regards other key management positions.

The Board of Directors and its Committee reviews continuously its activity on a yearly basis.

**Report of the Board of Directors on its 2014 activities**

In 2014, the Board of Directors held 4 meetings with an average attendance rate of 87.5%. Regular agenda items on the meeting are reports by the CEO on the activities pursued since the last Board meeting, an overview of petrochemical market and the current situation of the company.

The Board of Directors respectively paid highlighted attention to the improving internal efficiency, cost-cutting, regular monitoring of internal audit, decreasing external environment effects, production and sales improvement, market grabbing and product development, and capital expenditure projects.

**Committees of the Board of Directors**

Certain specific tasks are carried out by the Board’s Committees. The following rules do apply to the Committees, created by the BoD:

These Committees have the right to approve preliminary resolutions concerning issues specified in the Decision-making and Authorities List, which sets out the division of authority and responsibility between the Board and the executive management.

- The responsibilities of the Committees are determined by the Board of Directors.
- The Chairman of the Board of Directors may also request the Committees to perform certain tasks.

The members and chairs of the Committees are elected by the Board of Directors.

Currently, the Board allocates responsibilities to the following Committee:
Finance and Audit Committee:

Members and dates of appointment (professional backgrounds of members are available on company homepage):

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Date of assignment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ferenc Horváth</td>
<td>Chairman</td>
<td>01.05.2011</td>
</tr>
<tr>
<td>Miklós Kamarás</td>
<td>Member</td>
<td>01.05.2011</td>
</tr>
<tr>
<td>Dr. Zoltán Nagy</td>
<td>Member</td>
<td>01.05.2011</td>
</tr>
</tbody>
</table>

Responsibilities: The committee is responsible for promoting the efficiency of the Board regarding issues related to finance, risk management, internal audit and financial audit as well as for matters designated to it by the Board.

Report of the Audit Committee on its 2014 activities

In 2014, the Finance and Audit Committee held 4 meetings with a 83.3% average attendance rate. The regular agenda items included the audit of all public financial reports, providing assistance with the auditor’s work.

Remuneration of the members of the Board of Directors

The remuneration for the board members was approved by the Ordinary Annual General Meeting (AGM) held on April 19, 2007 with the resolution No. 20/2007. (04.19.) as follows.

Those Board members who are not employed by TVK Plc. or any other subsidiaries of MOL Group should receive the time proportionate net payment per year of their mandate effective as of the day of the Annual General Meeting as follows:

- Board members 50,000 EUR/year
- Chairman 75,000 EUR/year

Non-resident Board members who are non-Hungarian citizens and have to travel to Hungary to attend the meetings shall receive EUR 1,500 for a maximum of fifteen meetings attended in person.

Relationship between the Board and the Executive Management

The Matrix of Decision Making Competencies (MDMC) specifies the powers and competencies delegated by the Board to the Management in an attempt to ensure the most efficient enforcement of the business, HSEQ, ethics, risk management and internal control policies specified by the Board. The objective of the MDMC is to maximise the shareholder value of the Company and to capture unambiguously the decision-making powers and competencies so as to reach operational and financial excellence.

The role of the MDMC is to “translate” corporate governance rules by capturing the key decision making point in operating the business and the related competences in the organization. Hence the MDMC identifies the major control points required for efficient process development and operation.
Senior management

Members and dates of appointment (professional backgrounds of members are available on company homepage):

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Date of assignment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Artur Thernesz</td>
<td>Chief Executive Officer</td>
<td>01.09.2014</td>
</tr>
<tr>
<td>Zsolt Pethő</td>
<td>Chief Executive Officer</td>
<td>01.06.2011-31.08.2014</td>
</tr>
<tr>
<td>Adrienn Ráczné Bodnár</td>
<td>Human Resources Manager</td>
<td>03.01.2012</td>
</tr>
<tr>
<td>Péter Suba</td>
<td>Petchem Innovation Manager</td>
<td>01.01.2013-31.08.2014</td>
</tr>
<tr>
<td>Ákos Székely Ph.D.</td>
<td>Chief Financial Officer</td>
<td>15.04.2014</td>
</tr>
<tr>
<td>Dragan Szimics</td>
<td>Sales and Marketing Manager</td>
<td>01.09.2013</td>
</tr>
<tr>
<td>Zsolt Huff</td>
<td>Production Director</td>
<td>01.03.2014</td>
</tr>
<tr>
<td>Tibor Vuk</td>
<td>Corporate Service Director</td>
<td>01.09.2014</td>
</tr>
<tr>
<td>Tivadar Vályi Nagy</td>
<td>Production Director</td>
<td>01.07.2007-28.02.2014</td>
</tr>
</tbody>
</table>

Incentive system for the top management

The Board evaluates the performance of the management of the Company individually and at company level once a year and sets the responsibilities and the related targets of achievement for management for the given period according to the system of incentives.

Operating a system of compensation and adopting practical solutions in line with the strategy of the company is a guideline for developing the structure of performance evaluation and remuneration in a way that it may be used efficiently for attaining the objectives of the Company whilst giving priority to motivating key employees in the organisation. In case of managers of the company, in all financial year, performance goals, relevant to the business strategy are determined, and these are evaluated by the one level higher manager, in case of the senior management it is done by the CEO.

Other fringe benefits: These include company optional benefits (Cafeteria), cars (also used for private purposes), life insurance, accident insurance, travel insurance, liability insurance, and an annual medical check-up.

Principles and framework of the Company’s long-term incentive scheme for senior employees

According to Section 3:268 of the Civil Code, “it is the exclusive competence of the members’ meeting to bring obligatory or non-obligatory decisions about the long-term remuneration and the guidelines or frameworks of the long-term incentive system related to the senior officers, supervisory board members and employees in managerial positions, depending on the provisions of the Articles of Association”.

Regarding its senior employees and management, TVK Plc. operates such an incentive system that encourages in short term the achievement of the annual financial indexes and the personal tasks and serves the interest in increasing the share price in long run.

The long-term incentive system consists of two parts: the incentive based on share options (option incentive) and “Performance Share Plan”.
The share option means a hypothetic share option on MOL shares, on which the realizable profit is the difference of the fixed base price and a choosen actual price. The incentive begins in each year and has a 5 years maturity, which made up from a 2-year-long waiting period and a 3-year-long redemption period. The “Performance Share Plan” is the other part of the long term incentive system, that is a cash based programme with 3-year-long maturity and based on the relative performance of MOL Plc’s share price compared to a well-known regional and an industry specific share indices. The valuation based on the average difference of MOL Plc’s year-on-year share price performance, compared to that two indices in the 3-year-long period.

**Supervisory Board**

The Supervisory Board is responsible for monitoring and supervising the Board of Directors on behalf of the shareholders. The Articles of Association of TVK provides that the Supervisory Board of the Company should have at least three, but no more than fifteen members. At present the Supervisory Board has five members. As provided in the Civil Code, 1/3 of the members of this body include employee representatives, hence two members of the Supervisory Board of TVK represent employees and there are three non-executive members appointed by the shareholders.

The members of the Supervisory Board and their independence status (professional backgrounds of members are available on company homepage):

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Date of assignment</th>
<th>Independence status</th>
</tr>
</thead>
<tbody>
<tr>
<td>László Gyurovszky</td>
<td>SB chairman SB member</td>
<td>22.06.2007 19.04.2007</td>
<td>independent</td>
</tr>
<tr>
<td>Dr. Gyula Bakacsi</td>
<td>SB member</td>
<td>19.04.2007</td>
<td>independent</td>
</tr>
<tr>
<td>Dr. György Bíró</td>
<td>SB member</td>
<td>19.04.2007</td>
<td>independent</td>
</tr>
<tr>
<td>László Réti</td>
<td>SB member SB deputy chair</td>
<td>29.04.2010 13.05.2011</td>
<td>non-independent (employee representative)</td>
</tr>
<tr>
<td>Turóczy Judit</td>
<td>SB member</td>
<td>21.04.2011</td>
<td>non-independent (employee representative)</td>
</tr>
</tbody>
</table>

In 2014, the Supervisory Board held 4 meetings with an average attendance rate of 100%.

**Remuneration of the members of the Supervisory Board**

According to the resolution of the Annual General Meeting held on April 19, 2007, effective as of the day of the Annual General Meeting the Supervisory Board members should receive the net payment per month of their mandate as follows:

- Board members: 1,000 EUR/month
- Chairman: 1,500 EUR/month

Non-resident Supervisory Board members who are non-Hungarian citizens and have to travel to Hungary to attend the meetings shall receive EUR 500 for a maximum of fifteen meetings attended in person.
Audit Committee

In 2007, the general meeting appointed the Audit Committee comprised of independent members of the Supervisory Board. The Audit Committee strengthens the independent control over the financial and accounting policy of the Company. The independent Audit Committee’s responsibilities include the following activities:

- providing opinion on the report as prescribed by the Accounting Act,
- auditor proposal and remuneration,
- preparation of the agreement with the auditor,
- monitoring the compliance of the conflict of interest rules and professional requirements applicable to the auditor, co-operation with the auditor, and proposal to the Board of Directors or General Meeting on necessary measures to be taken, if necessary,
- evaluation of the operation of the financial reporting system, proposal on necessary measures to be taken, and
- providing assistance to the operation of the Supervisory Board for the sake of supervision of the financial reporting system.

Members of the Audit Committee and dates of appointment (professional backgrounds of members are available on company homepage):

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Beginning of assignment</th>
</tr>
</thead>
<tbody>
<tr>
<td>László Gyurovszky</td>
<td>AC chairman</td>
<td>22.06.2007</td>
</tr>
<tr>
<td></td>
<td>AC member</td>
<td>19.04.2007</td>
</tr>
<tr>
<td>Dr. Gyula Bakacsi</td>
<td>AC deputy chair</td>
<td>22.06.2007</td>
</tr>
<tr>
<td></td>
<td>AC member</td>
<td>19.04.2007</td>
</tr>
<tr>
<td>Dr. György Bíró</td>
<td>AC member</td>
<td>19.04.2007</td>
</tr>
</tbody>
</table>

Report of the Audit Committee on its 2014 activities

In 2014, the Audit Committee held 4 meetings with a 100% average attendance rate. In addition to the regular items on the agenda - including the audit of all public financial reports and providing assistance with the auditor’s work - the Committee also devoted a considerable amount of time to the following topics:

- control of financial and relevant reports,
- observation of the effectiveness of internal controlling system,
- ensuring the independency and objectivity of the external auditor.
External auditors
The auditor is elected by the General Meeting of TVK.

Ernst & Young Könyvvizsgáló Kft. acts as the auditor of TVK since 2003. The Ordinary Annual General Meeting held on April 15, 2014 elected Ernst & Young Könyvvizsgáló Kft. once again as auditor of the Company and an agreement was concluded for auditing the annual reports closing the business year of 2014. The engagement is in force until the conclusion of the Ordinary Annual General Meeting held in 2015 to decide on the approval of the 2014 annual reports.

The audit agreement provides that Ernst & Young Kft. should audit the non-consolidated annual reports drawn up under the Accounting Act and the non-consolidated annual reports drawn up under International Financial Reporting Standards (IFRS, formerly IAS). The aforementioned financial statements have been audited as required by National Audit Standards, International Standards of Auditing and the provisions of the Accounting Act and any other acts and laws on auditing. The auditors ensure the continuous nature of performing the audit assignment by working on site and by participating at the meetings of key TVK bodies as well as through other forms of consultation.

Furthermore, the auditor reviews the quarterly stock exchange flash report but issues no auditor’s statement, as flash reports are not fully audited.

In 2014, Ernst & Young Kft. also delivered other services to TVK Plc. as follows: Supervised the data of TVK’s Hungarian subsidiaries supplied to the consolidation.

Fees Paid to Auditors, 2013-2014 (HUF million)

<table>
<thead>
<tr>
<th></th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fee for the audit of TVK Plc.</td>
<td>32.0</td>
<td>32.0</td>
</tr>
<tr>
<td>Other audit related services</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>32.0</strong></td>
<td><strong>32.0</strong></td>
</tr>
</tbody>
</table>

The Board of Directors does not think that any of the services rendered by Ernst & Young Kft. under the aforementioned titles jeopardise its independence as auditor.

Internal audit
TVK’s Internal Audit is independent from the operative management; it is directly under the CEO. Internal auditor of the company is assigned by the CEO, approved by the Audit Committee. Main duties are as follows:
- Exhibition and analysis the real- and essential economic risk factors.
- Evaluation the status of control mechanisms designed for risk management, development of proposals for risk-reduction and monitoring the accepted proposals.
- Exhibits the risks that endanger the attainment of strategic objectives.
- Evaluates the corporate mechanisms connected to external changes.
- Examines the internal norms.
- Provides data for the annual actualization of risk-plan.
The Internal Audit reports to the Board of Directors quarterly and to the Supervisory Board yearly at least once.
Relationship with the shareholders, insider trading

The Board is aware of its commitment to represent and promote shareholders’ interests, and recognises that it is fully accountable for the performance and activities of the TVK Group. To help ensure that the Company can meet shareholders’ expectations in all areas, the Board continually analyses and evaluates developments, both in the broader external environment as well as at an operational level.

Formal channels of communication with shareholders include the Annual Report and Accounts and the quarterly results reports, as well as other public announcements made through the Budapest Stock Exchange (primary exchange) and the London Stock Exchange. Regular and extraordinary announcements are published through the Capital market information disclosure system (operated by the Hungarian National Bank) publication site and on TVK’s homepage. In addition, presentations on the business, its performance and strategy are given to shareholders at the Annual General Meeting and extraordinary General Meetings. Furthermore, investors are able to raise questions or make proposals at any time during the year, including the Company’s General Meeting. Investor feedbacks are regularly reported to the Board of Directors.

TVK’s Investor Relation specialist is responsible for the organisation of the above activities as well as for the day-to-day management of TVK’s relationship with its shareholders (contact details are provided in the company’s homepage). Extensive information is also made available on TVK’s website (www.tvk.hu), which has a dedicated section for shareholders and the financial community.

TVK Group is committed to the fair marketing of publicly-traded securities. Insider dealing in securities is regarded as a criminal offence in most of the countries in which we carry out business. Therefore, we require not only full compliance with relevant laws, but also the avoidance of even the appearance of insider securities trading and consultancy.

TVK Group employees:
- should not buy or sell shares in TVK or any other company while in possession of insider information,
- should not disclose insider information to anyone outside the company, without prior approval,
- should be careful, even with other TVK Group employees, should disclose insider information to a co-worker when they have permission to do so and if it is necessary to do their job,
- should protect insider information from accidental disclosure.

Exercise of shareholders’ rights, general meeting participation

Voting rights on the general meeting can be exercised based on the voting rights attached to shares held by the shareholders. Every ordinary share entitles the holder thereof to have one and one hundredth vote. The actual voting power depends on how many shares are registered by the shareholders participating in the general meeting.

A condition of participation and voting at the general meeting for shareholders is that the holder of the share(s) shall be registered in the Share Register. The depositary shall be responsible for registering the shareholders in the Share Register pursuant to the instructions of such shareholders in line with the conditions set by the general meeting invitation.
The conditions to participate in the general meeting are published in the invitation to the general meeting. Invitations to the general meeting are published on company homepage. The ordinary general meeting is usually held in late April, in line with the current regulation.

The ordinary general meeting, based on the proposal of Board of Directors approved by the Supervisory Board, shall have the authority to determine profit distribution, i.e. the amount of the profit after taxation to be reinvested into the Company and the amount to be paid out as dividends.

The starting date for the payment of dividends shall be defined by the Board of Directors in such way as to ensure a period of at least 10 working days between the first publication date of such announcement and the initial date of dividend distribution. Only those shareholders are entitled to receive dividend, who are registered in the share register of the Company on the basis of shareholders identification executed on the date published by the Board of Directors in the announcement on the dividend payment. Such date relevant to the dividend payment determined by the Board of Directors may deviate from the date of general meeting deciding on the payment of dividend. However, the date of the shareholder identification made in compliance with the regulations of KELER in respect of the dividend payment shall not take place less than five working days after the general meeting passing a resolution on the payment of dividend.
**Integrated Risk Management**

MOL Group Risk Management Policy pays special attention to all the risks associated with the activities of TVK. The risk policy covers the management of the following risks:

- financial (e.g. FX rate, global commodity market price)
- operational (e.g. property, business interruption, liability, technical/engineering, safety, environmental)
- strategic (e.g. regulatory, reputational, HR, commercial, utility supply stability, investment, general business)

Incorporation of the broadest variety of risks into one long-term, comprehensive and dynamic system is arranged by Enterprise Risk Management (ERM). ERM integrates financial and operational risks along with a wide range of strategic risks, also taking into consideration compliance issues and potential reputation effects. The ERM process identifies the most significant risks to the performance of the company. Risks are assessed based on a unified methodology and collected into risk maps at different levels. Risk factors and controls are reviewed continuously, based on these reviews in order to reduce the risks top management elaborate and implement various actions.

As a result, senior management can get a firmer grip on the risks that influence corporate profits the most and can determine the elements of risk to retain and the ones that require a variety of risk mitigation actions.

The prices of the most important feedstocks used by the company and the olefin and polymer products produced by TVK are fixed to the global market prices. From economic point of view TVK has a net long position in EUR and HUF, while it has net short USD cash flow positions, since the pricing of the most important feedstocks are driven by USD in 100 % and the company realizes its incomes mostly in EUR and HUF.

In order to exploit opportunities of the portfolio effects, TVK’s financial risk exposures (e.g. commodity, FX rates, interests rates) are managed on MOL Group level.

The company had no open foreign exchange futures positions as of December 31, 2014.

**The company covers most of its trade receivables with credit insurance to mitigate liquidity risk. In addition before signing a new supply contract in each case it carefully examines the credit worthiness and long term solvency of the prospective customer.**

*Enclosure: Corporate Governance Declaration on Compliance with the Corporate Governance Recommendations*
Corporate Governance Declaration

on Compliance with the Corporate Governance Recommendations

As part of the Corporate Governance Report, by completing the following tables, the Board of Directors of Tisza Chemical Group Public Limited Company (the „Company”) declares to what extent it applied in its own practice of corporate governance the recommendations and suggestions formulated in the different points of the Corporate Governance Recommendations published by the Budapest Stock Exchange Ltd.

By reviewing the tables, market participants may receive information on the extent to which the corporate governance practice of different companies meets certain requirements included in the CGR, and may easily compare the practices of the different companies.

Level of compliance with the Recommendations

The company should indicate whether it applies the relevant recommendation or not, and in the case of a negative answer, it should provide the reasons for not applying the given recommendation.

R 1.1.1 The Managing Body ensured that shareholders received access to information in time to enable them to exercise their rights.

Yes (Complies)  No (Please explain)

R 1.1.2 The company applies the "one share - one vote" principle.

Yes (Complies)  No (Please explain)

R 1.2.8 The company ensures that shareholders must meet the same requirements in order to attend at the general meeting.

Yes (Complies)  No (Please explain)

R 1.2.9 Items on the general meeting agenda only include subjects which are correctly detailed and summarized clearly and unambiguously.

Yes (Complies)  No (Please explain)

The proposals included the suggestions of the Supervisory Board and a detailed explanation of the effects of the decision.

Yes (Complies)  No (Please explain)

The proposals included the explanation of the effects of the decision. Though the Supervisory Board analyses all proposals, which fall within the exclusive scope of authority of the Company’s General Meeting, it submits written report in relation to the specific proposal.
R 1.2.10 Shareholders' comments on and supplements to the items on the agenda were published at least two days prior to the general meeting.

Yes (Complies) No (Please explain)

R 1.3.8 Comments on the items of the agenda were made available to shareholders simultaneously with registration at the latest.

Yes (Complies) No (Please explain)

Written comments made on the items on the agenda were published two working days prior to the general meeting.

Yes (Complies) No (Please explain)

R 1.3.10 The election and dismissal of executives took place individually and by separate resolutions.

Yes (Complies) No (Please explain)

R 2.1.1 The responsibilities of the Managing Body include those laid out in 2.1.1.

Yes (Complies) No (Please explain)

R 2.3.1 The Managing Body held meetings regularly, at times designated in advance.

Yes (Complies) No (Please explain)

The Supervisory Board held meetings regularly, at times designated in advance.

Yes (Complies) No (Please explain)

The rules of procedure of the Managing Body provide for unscheduled meetings and decision-making through electronic communications channels.

Yes (Complies) No (Please explain)

The rules of procedure of the Supervisory Board provide for unscheduled meetings and decision-making through electronic communications channels.

Yes (Complies) No (Please explain)

R 2.5.1 The Board of Directors / Supervisory Board of the company has a sufficient number of independent members to ensure the impartiality of the board.

Yes (Complies) No (Please explain)
R 2.5.4 At regular intervals (in connection with the CG Report) the Board of Directors / Supervisory Board the requested a confirmation of their independent status from those members considered independent.

Yes (Complies)  
No (Please explain)

R 2.5.6 The company disclosed on its website the guidelines on the independence of the Board of Directors / Supervisory Board, as well as the criteria applied for assessing independence.

Yes (Complies)  
No (Please explain)

The company adapts the Civil Code rules relevant to the independency which rules are included in the company's website.

R 2.6.1 Members of the Managing Body informed the Managing Body (Supervisory Board/Audit Committee) if they (or any other person in a close relationship to them) had a significant personal stake in a transaction of the company (or the company's subsidiary).

Yes (Complies)  
No (Please explain)

R 2.6.2 Transactions between board and executive management members (and persons in close relationship to them) and the company (or its subsidiary) were conducted according to general rules of practice of the company, but with stricter transparency rules in place.

Yes (Complies)  
No (Please explain)

In the last year there was no agreement between the board and executive management members (and persons in close relationship to them) and the Company (or its subsidiary).

Yes (Complies)  
No (Please explain)

The supervisory board (audit committee) deals with the tasks, defined in its rules of procedures. Transactions which fell outside the normal course of the company's business, and their terms and conditions were approved as according to the conditions defined in the MOL Group’s Matrix of Decision Making Competencies (MDMC).

R 2.6.3 Board members informed the Supervisory Board/Audit Committee if they received an offer of Board membership or an offer of an executive management position in a company which is not part of the company group.

Yes (Complies)  
No (Please explain)

According to the charter of the boards, it is not necessary, that a member informs the Board of Directors, if he/she receives an offer of Board membership or an offer of an executive management position in a company which is not part of the company group, regarding to that, it is obligatory in accordance with the Clause 24§ (3) of Act on Business Association. Members of the boards made declaration if they received an offer of Board membership or an offer of an executive management position in a company which is not part of the company group. Following
this date, they are obliged to notify the company if there is a change in their status. The company discloses in every year the actual professional backgrounds of members on company homepage and annual report, which includes the executive management positions in other companies.

R 2.6.4 The Managing Body established its guidelines on information flow within the company and the handling of insider information, and monitored compliance with those guidelines.

Yes (Complies)  No (Please explain)

The Managing Body established its guidelines regarding insiders’ trading in securities and monitored compliance with those guidelines.

Yes (Complies)  No (Please explain)

R 2.7.1 The Managing Body formulated remuneration guidelines regarding the evaluation and remuneration of the work of the Managing Body, the Supervisory Board and the executive management.

Yes (Complies)  No (Please explain)

Remuneration guidelines were accepted by the General Meeting based on the BoD proposal: The remunerations of the Board of Directors and Supervisory Board were approved by the resolutions of 20/2007 and 24/2007 on the Annual General Meeting in 2007. The General Meeting has already decided on the long term incentive scheme of senior employees with the GM resolutions of 15/2010. (04.15.).

The Supervisory Board formed an opinion on the remuneration guidelines.

Yes (Complies)  No (Please explain)

The Supervisory Board did not issue a written opinion, but reviewed the documents –as each item- on the remuneration guidelines earlier.

The guidelines regarding the remuneration for the Managing Body and the Supervisory Board and the changes in those guidelines were approved by the general meeting, as a separate item on the agenda.

Yes (Complies)  No (Please explain)

R 2.7.2 The Managing Body prepared an evaluation of the work it carried out in the given business year.

Yes (Complies)  No (Please explain)

R 2.7.2.1 The Supervisory Board prepared an evaluation of the work it carried out in the given business year.
R 2.7.3 It is the responsibility of the Managing Body to monitor the performance of and determine the remuneration for the executive management.

Yes (Complies)  No (Please explain)

It is the responsibility of the Board of Directors to monitor the performance of and determine the remuneration for the CEO. It is the responsibility of the CEO to monitor the performance of and determine the remuneration for the II. level managers of the management.

The frameworks of benefits due to members of the executive management that do not represent normal practice, and the changes in those benefits were approved by the general meeting as a separate agenda item.

Yes (Complies)  No (Please explain)

R 2.7.4 The structure of share-incentive schemes were approved by the general meeting.

Yes (Complies)  No (Please explain)

Prior to the decision by the general meeting on share-incentive schemes, shareholders received detailed information (at least according to those contained in 2.7.4).

Yes (Complies)  No (Please explain)

R 2.7.7 The Remuneration Statement was prepared by the company and submitted to the general meeting.

Yes (Complies)  No (Please explain)

The Remuneration Statement includes information about the remuneration of individual members of the Managing Body, the Supervisory Board, and the executive management.

Yes (Complies)  No (Please explain)

R 2.8.1 The Managing Body or the committee operated by it is responsible for monitoring and controlling the company’s entire risk management.

Yes (Complies)  No (Please explain)

Operation is governed by group level risk management regulations that define corporate risk management guidelines and responsibility matrix on group level. The Board of Directors receives continuous information about risk management issues.

The Managing Body requests information on the efficiency of risk management procedures at regular intervals.
Yes (Complies)  No (Please explain)

The Managing Body took the necessary steps to identify the major risk areas.

Yes (Complies)  No (Please explain)

R 2.8.3 The Managing Body formulated the principles regarding the system of internal controls.

Yes (Complies)  No (Please explain)

The system of internal controls established by the executive management guarantees the management of risks affecting the activities of the company, and the achievement of the company's performance and profit targets.

Yes (Complies)  No (Please explain)

R 2.8.4 When developing the system of internal controls, the Managing Body took into consideration the viewpoints included in 2.8.4

Yes (Complies)  No (Please explain)

R 2.8.5 It is the duty and responsibility of the executive management to develop and maintain the system of internal controls.

Yes (Complies)  No (Please explain)

R 2.8.6 The company created an independent Internal Audit function which reports to the Audit Committee / Supervisory Board.

Yes (Complies)  No (Please explain)

The Internal Audit reported at least once to the Audit Committee / Supervisory Board on the operation of risk management, internal control mechanisms and corporate governance functions.

Yes (Complies)  No (Please explain)

R 2.8.7 The internal audit activity is carried out by the Internal Audit function based on authorisation from the Audit Committee / Supervisory Board.

Yes (Complies)  No (Please explain)

The Internal Audit reports to the Board of Directors quarterly and to the Supervisory Board yearly at least once.

As an organisation, the Internal Audit function is independent from the executive management.
R 2.8.8 The Internal Audit schedule was approved by the Managing Body (Supervisory Board) based on the recommendation of the Audit Committee.

Yes (Complies)  No (Please explain)

The company compiles the annual audit schedule for internal decision-making process in which it is approved at a meeting of the bodies and takes note of. Both boards have opportunity to suggest new auditing aspects to the Internal Audit. The internal audit organization quarterly reports on its work to the Executive Board and the to the Supervisory Board.

R 2.8.9 The Managing Body prepared its report for shareholders on the operation of internal controls.

Yes (Complies)  No (Please explain)

The Managing Body developed its procedures regarding the receipt, processing of reports on the operation of internal controls, and the preparation of its own report.

Yes (Complies)  No (Please explain)

R 2.8.11 The Managing Body identified the most important deficiencies or flow in the system of internal controls, and reviewed and re-evaluated the relevant activities.

Yes (Complies)  No (Please explain)

R 2.9.2 The Managing Body, the Supervisory Board and the Audit Committee were notified in all cases when an assignment given to the auditor may have resulted in significant additional expense, caused a conflict of interest, or affected normal business practices significantly in any other way.

Yes (Complies)  No (Please explain)

R 2.9.3 The Managing Body informed the Supervisory Board of any assignment given to the external auditor or an external advisor in connection with any event which held significant bearing on the operations of the company.

Yes (Complies)  No (Please explain)

The Managing Body pre-determined in a resolution what circumstances constitute "significant bearing".

Yes (Complies)  No (Please explain)
R 3.1.6 On its website, the company disclosed duties delegated to the Audit Committee, as well as the committees' targets, rules of procedure, composition (indicating the name, brief biography and the date of appointment of members).

Yes (Complies)  No (Please explain)

R 3.1.6.1 On its website, the company disclosed duties delegated to the Nomination Committee, as well as the committees targets, rules of procedure, composition (indicating the name, brief biography and the date of appointment of members).

Yes (Complies)  No (Please explain)

According to legal regulations it is not mandatory to operate Nomination Committee therefore there is no Nomination Committee operating at the company.

R 3.1.6.2 On its website, the company disclosed duties delegated to the Remuneration Committee, as well as the committees targets, rules of procedure, composition (indicating the name, brief biography and the date of appointment of members).

Yes (Complies)  No (Please explain)

According to legal regulations it is not mandatory to operate Remuneration Committee, therefore there is no Remuneration Committee operating at the company.

R 3.2.1 The Audit Committee / Supervisory Board monitored the efficiency of risk management, the operation of internal controls, and the activity of the Internal Audit.

Yes (Complies)  No (Please explain)

R 3.2.3 The Audit Committee / Supervisory Board received accurate and detailed information on the work schedule of the Internal Auditor and the independent auditor, and received the auditor's report on problems discovered during the audit.

Yes (Complies)  No (Please explain)

R 3.2.4 The Audit Committee / Supervisory Board requested the new candidate for the position of auditor to submit the disclosure statement according to 3.2.4

Yes (Complies)  No (Please explain)

R 3.3.1 There is a Nomination Committee operating at the company.

Yes (Complies)  No (Please explain)

According to legal regulations it is not mandatory to operate Nomination Committee, therefore there is no Nomination Committee operating at the company.

R 3.3.2 The Nomination Committee provided for the preparation of personnel changes.
Yes (Complies) No (Please explain)

There is no Nomination Committee operating at the company.

The Nomination Committee reviewed the procedures regarding the election and appointment of members of the executive management.

Yes (Complies) No (Please explain)

There is no Nomination Committee operating at the company.

The Nomination Committee evaluated the activity of board and executive management members.

Yes (Complies) No (Please explain)

There is no Nomination Committee operating at the company.

The Nomination Committee examined all the proposals regarding the nomination of board members which were submitted by shareholders or the Managing Body.

Yes (Complies) No (Please explain)

There is no Nomination Committee operating at the company.

R 3.4.1 There is a Remuneration Committee operating at the company.

Yes (Complies) No (Please explain)

There is no Remuneration Committee operating at the company. The Board of Directors is responsible for monitoring CEO’s performance and the determination of the remuneration of the CEO. CEO is responsible for monitoring the performance and the determination of the remuneration of the II, level managers of the management along within the framework and decision-making mechanism and the predetermined compensation principles applied by the company.

R 3.4.2 The Remuneration Committee made a proposal for the system of remuneration for the boards and the executive management (individual levels and the structure of remuneration), and carries out its monitoring.

Yes (Complies) No (Please explain)

There is no Remuneration Committee operating at the company. The Board of Directors is responsible for monitoring CEO’s performance and the determination of the remuneration of the CEO. CEO is responsible for monitoring the performance and the determination of the remuneration of the II, level managers of the management along within the framework and
decision-making mechanism and the predetermined compensation principles applied by the company.

R 3.4.3 The remuneration of the executive management was approved by the Managing Body based on the recommendation of the Remuneration Committee.

Yes (Complies)  
No (Please explain)

There is no Remuneration Committee operating at the company. The Board of Directors is responsible for monitoring CEO’s performance and the determination of the remuneration of the CEO. CEO is responsible for monitoring the performance and the determination of the remuneration of the II, level managers of the management along within the framework and decision-making mechanism and the predetermined compensation principles applied by the company.

The remuneration of the Managing Body was approved by the general meeting based on the recommendation of the Remuneration Committee.

Yes (Complies)  
No (Please explain)

There is no Remuneration Committee operating at the company, however, the Annual General Meeting approved the rules for the remuneration of the Board of Directors.

The Remuneration Committee also monitored the share option, cost reimbursement and other benefits in the remuneration system.

Yes (Complies)  
No (Please explain)

There is no Remuneration Committee operating at the company.

R 3.4.4 The Remuneration Committee made proposals regarding remuneration guidelines.

Yes (Complies)  
No (Please explain)

There is no Remuneration Committee operating at the company.

R 3.4.4.1 The Remuneration Committee made proposals regarding the remuneration of individual persons.

Yes (Complies)  
No (Please explain)

There is no Remuneration Committee operating at the company.

R 3.4.4.2 The Remuneration Committee reviewed the terms and conditions of contracts concluded with the members of the executive management.

Yes (Complies)  
No (Please explain)

There is no Remuneration Committee operating at the company.
R 3.4.4.3 The Remuneration Committee ascertained whether the company fulfilled its disclosure obligations regarding remuneration issues.

Yes (Complies)  No (Please explain)

There is no Remuneration Committee operating at the company.

R 3.4.7 The majority of the members of the Remuneration Committee are independent.

Yes (Complies)  No (Please explain)

There is no Remuneration Committee operating at the company.

R 3.5.1 The Managing Body disclosed its reasons for combining the Remuneration and Nomination Committees.

Yes (Complies)  No (Please explain)

There is no Remuneration Committee or Nomination Committee operating at the company.

R 3.5.2 The Managing Body carried out the duties of the Remuneration and Nomination Committees and disclosed its reasons for doing so.

Yes (Complies)  No (Please explain)

Based on the Company's Articles of Association and the Charter of the Board of Directors the duties of the Remuneration and Nomination Committees regarding the remuneration of the CEO are carried out by the Board of Directors, while these duties in case of II. Level managers are carried out by the CEO.

R 3.5.2.1 The Managing Body carried out the duties of the Remuneration Committee and disclosed its reasons for doing so.

Yes (Complies)  No (Please explain)

Based on the Company's Articles of Association and the Charter of the Board of Directors the duties of the Remuneration and Nomination Committees regarding the remuneration of the CEO are carried out by the Board of Directors, while these duties in case of II. Level managers is carried out by the CEO.

R 4.1.1 In its disclosure guidelines, the Managing Body established those principles and procedures which ensure that all relevant information about the operations of the company and circumstances influencing its share price are disclosed and made available accurately, in a timely fashion and in full.

Yes (Complies)  No (Please explain)
R 4.1.2 The company ensured in its disclosure activities that all shareholders and market participants were treated equally.

Yes (Complies)  
No (Please explain)

R 4.1.3 The company's disclosure guidelines include the procedures governing electronic, on-line disclosure.

Yes (Complies)  
No (Please explain)

The company develops its website taking into consideration disclosure guidelines and the provision of information to investors.

Yes (Complies)  
No (Please explain)

R 4.1.4 The Managing Body assessed the efficiency of disclosure processes.

Yes (Complies)  
No (Please explain)

R 4.1.5 The company published its corporate events calendar on its website.

Yes (Complies)  
No (Please explain)

R 4.1.6 In the annual report and on the website of the company, the public was informed about the company's corporate strategy, its main business activities, business ethics and its policies regarding other stakeholders.

Yes (Complies)  
No (Please explain)

R 4.1.8 In the annual report the Managing Body disclosed the character and size of any other assignments given by the company or its subsidiaries to the auditing firm responsible for auditing the financial statements.

Yes (Complies)  
No (Please explain)

R 4.1.9 In the annual report and on the website the company discloses information on the professional career of the members of the Managing Body, the Supervisory Board and the executive management.

Yes (Complies)  
No (Please explain)

R 4.1.10 The company provided information on the internal organisation and operation of the Managing Body and the Supervisory Board and on the criteria considered when evaluating the work of the Managing Body, the executive management and the individual members thereof.

Yes (Complies)  
No (Please explain)

R 4.1.10.1 The company provided information on the criteria considered when evaluating the work of
the Managing Body, the executive management and the individual members thereof.

Yes (Complies)  No (Please explain)

The Company considered legal regulations.

R 4.1.11 In the annual report and in the Remuneration Statement on the company's website, the company informed the public about the applied remuneration guidelines, including the remuneration and fees provided for members of the Managing Body, the Supervisory Board and the executive management.

Yes (Complies)  No (Please explain)

R 4.1.12 The Managing Body disclosed its risk management guidelines, including the system of internal controls, the applied risk management principles and basic rules, as well as information about major risks.

Yes (Complies)  No (Please explain)

R 4.1.13 In order to provide market participants with information, the company publishes its report on corporate governance at the same time that it publishes its annual report.

Yes (Complies)  No (Please explain)

R 4.1.14 The company discloses its guidelines governing insiders' trading in the company's securities on its website.

Yes (Complies)  No (Please explain)

The company published in the annual report and on its website ownership in the company's securities held by the members of the Managing Body, the Supervisory Board and the executive management, as well as any interests held in share-incentive schemes.

Yes (Complies)  No (Please explain)

R 4.1.15 In the annual report and on its website, the company disclosed any relationship between members of the Managing Body and the executive management with a third party, which might have an influence on the operations of the company.

Yes (Complies)  No (Please explain)
Level of compliance with the Suggestions

The company should indicate whether the relevant suggestion of the CGR is applied or not (Yes / No)

S 1.1.3 The company has an investor relations department.

Yes   No

S 1.2.1 The company published on its website the summary document regarding the conducting of the general meeting and the exercise of shareholders' rights to vote (including voting via proxy)

Yes   No

S 1.2.2 The company's articles of association are available on the company's website.

Yes   No

S 1.2.3 The company disclosed on its website information according to 1.2.3 (on the record date of corporate events).

Yes   No

S 1.2.4 Information and documents according to 1.2.4 regarding general meetings (invitations, proposals, draft resolutions, resolutions, minutes) were published on the company’s website.

Yes   No

S 1.2.5 The general meeting of the company was held in a way that ensured the greatest possible shareholder participation.

Yes   No

S 1.2.6 Additions to the agenda were published within 5 days of receipt, in the same manner as the publication of the original invitation for the general meeting.

Yes   No

S 1.2.7 The voting procedure applied by the company ensured unambiguous, clear and fast decision making by shareholders.

Yes   No

S 1.2.11 At the shareholders’ request, the company also provided information on the general meeting electronically.

Yes   No
S 1.3.1 The identity of the chairman of the general meeting was approved by the company's general meeting prior to the discussion of the items on the agenda.

Yes          No

S 1.3.2 The Managing Body and the Supervisory Board were represented at the general meeting.

Yes          No

S 1.3.3 The company's articles of association render possible that at the initiation of the chairman of the Managing Body or the shareholders of the company, a third party be invited to the company's general meeting and be granted the right of participation in the discussion of the relevant items on the agenda.

Yes          No

S 1.3.4 The company did not prevent shareholders attending the general meeting from exercising their rights to request information, make comments and proposals, and did not set any pre-requisites to do so.

Yes          No

S 1.3.5 The company published on its website within three days its answers to those questions which it was unable to answer satisfactorily at the general meeting. Where the company declined to give an answer it published its reasons for doing so.

Yes          No

S 1.3.6 The chairman of the general meeting and the company ensured that in answering the questions raised at the general meeting, national laws and regulations of the Stock Exchange pertaining to disclosure were complied with.

Yes          No

S 1.3.7 The company published a press release and held a press conference on the decisions passed at the general meeting.

Yes          No

S 1.3.11 The company's general meeting decided on the different amendments of the articles of association in separate resolutions.

Yes          No
S 1.3.12 The minutes of the general meeting containing the resolutions, the presentation of draft resolutions, as well as the most important questions and answers regarding the draft resolutions were published by the company within 30 days of the general meeting.

Yes

No

S 1.4.1 The dividend was paid within 10 days to those shareholders who had provided all the necessary information and documentation.

Yes

No

S 1.4.2 The company disclosed its policy regarding anti-takeover devices.

Yes

No

S 2.1.2 The rules of procedure define the composition of the Managing Body and all procedures and protocols for the preparation and holding of meetings, the drafting of resolutions and other related matters.

Yes

No

S 2.2.1 The rules of procedure and the work schedule of the Supervisory Board gives a detailed description of its operation and duties, as well as procedures and processes which the Supervisory Board followed.

Yes

No

S 2.3.2 Board members had access to the proposals of a given meeting at least five days prior to the board meeting.

Yes

No

In case of Board of Directors the answer is yes. While in accordance with the rules of Charter of Supervisory Board, all proposals was sent to Supervisory Board members three days before the meeting. The Supervisory Committee set up the rules of procedure, which specified three days prior to sending the materials. The Company acts in accordance with the charters of the bodies.

S 2.3.3 The rules of procedure regulate the regular or occasional participation at board meetings of persons who are not members of the boards.

Yes

No

S 2.4.1 The election of the members of the Managing Body took place in a transparent way, information on candidates was made public at least five days prior to the general meeting.

Yes

No
S 2.4.2 The composition of boards and the number of members complies with the principles specified in 2.4.2

Yes  No

S 2.4.3 Newly elected, non-executive board members were able to familiarize themselves with the structure and operations of the company, as well as their duties as board members through a tailored induction programme.

Yes  No

S 2.5.2 The separation of the responsibilities of the Chairman of the Managing Body from those of the Chief Executive Officer has been outlined in the basic documents of the company.

Yes  No

S 2.5.3 The company has published a statement about the means it uses to ensure that the Managing Body gives an objective assessment of the executive management's work where the functions of Chairman and CEO are combined.

Yes  No

S 2.5.5 The company's Supervisory Board has no member who held a position in the Managing Body or the executive management of the company in the three years prior to his nomination.

Yes  No

S 2.7.5 The development of the remuneration system of the Managing Body, the Supervisory Board and the executive management serves the strategic interests of the company and thereby those of the shareholders.

Yes  No

S 2.7.6 In the case of members of the Supervisory Board, the company applies a fixed amount of remuneration and does not apply a remuneration component related to the share price.

Yes  No

S 2.8.2 The Managing Body developed its risk management policy and regulations with the cooperation of those executives who are responsible for the design, maintenance and control of risk management procedures and their integration into the company's daily operations.

Yes  No

See note: R 2.8.1
S 2.8.10 When evaluating the system of internal controls, the Managing Body took into consideration the aspects mentioned in 2.8.10

Yes

S 2.8.12 The company's auditor assessed and evaluated the company's risk management systems and the risk management activity of the executive management, and submitted its report on the matter to the Audit Committee / Supervisory Board.

Yes

S 2.9.1 The rules of procedure of the Managing Body, the Supervisory Board and the committees cover the procedure to be followed when employing an external advisor.

Yes

In 2014 the Body did not employ external advisor.

S 2.9.1.1 The rules of procedure of the Supervisory Board cover the procedure to be followed when employing an external advisor.

Yes

In 2014 the Body did not employ external advisor.

S 2.9.1.2 The rules of procedure of the Audit Committee cover the procedure to be followed when employing an external advisor.

Yes

In 2014 the Body did not employ external advisor.

S 2.9.1.3 The rules of procedure of the Nomination Committee cover the procedure to be followed when employing an external advisor.

Yes

S 2.9.1.4 The rules of procedure of the Remuneration Committee cover the procedure to be followed when employing an external advisor.

Yes

S 2.9.4 The Managing Body may invite the company's auditor to participate in those meetings where it debates general meeting agenda items.

Yes
In 2014 the Body did not employ external advisor.

S 2.9.5 The company’s Internal Audit function co-operated with the auditor in order to help it successfully carry out the audit.

Yes  

No
S 3.1.2 The chairmen of the Audit Committee regularly inform the Managing Body about the meetings of the committee, and the committee prepared at least one report for the Managing Body and the Supervisory Board in the given business year.

Yes  No

S 3.1.2.1 The chairmen of the Nomination Committee regularly inform the Managing Body about the meetings of the committee, and the committee prepared at least one report for the Managing Body and the Supervisory Board in the given business year.

Yes  No

S 3.1.2.2 The chairmen of the Remuneration Committee regularly inform the Managing Body about the meetings of the committee, and the committee prepared at least one report for the Managing Body and the Supervisory Board in the given business year.

Yes  No

S 3.1.4 The company's committees are made up of members who have the capabilities, professional expertise and experience required to perform their duties.

Yes  No

S 3.1.5 The rules of procedure of committees operating at the company include those aspects detailed in 3.1.5

Yes  No

S 3.2.2 The members of the Audit Committee / Supervisory Board were fully informed about the accounting, financial and operational peculiarities of the company.

Yes  No

S 3.3.3 The Nomination Committee prepared at least one evaluation for the chairman of the Managing Body on the operation of the Managing Body and the work and suitability of the members of the Managing Body.

Yes  No

There is no Nomination Committee operating at the company.

S 3.3.4 The majority of the members of the Nomination Committee are independent.

Yes  No

There is no Nomination Committee operating at the company.
### S 3.3.5 The rules of procedure of the Nomination Committee includes those details contained in 3.3.5

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

*There is no Nomination Committee operating at the company.*

### S 3.4.5 The Remuneration Committee prepared the Remuneration Statement.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

*There is no Remuneration Committee operating at the company.*

### S 3.4.6 The Remuneration Committee exclusively consists of non-executive members of the Managing Body.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

*There is no Remuneration Committee operating at the company.*

### S 4.1.4 The disclosure guidelines of the company at least extend to those details contained in 4.1.4

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

The Managing Body informed shareholders in the annual report on the findings of the investigation into the efficiency of disclosure procedures.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

### S 4.1.7 The company's financial reports followed IFRS guidelines.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

### S 4.1.16 The company also prepares and releases its disclosures in English.

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

Date: March 21, 2014

György Mosonyi  
Chairman of the Board of TVK Plc.  

Ferenc Horváth  
Deputy Chair of the Board of TVK Plc.
PROPOSAL

to Item 2 of the Agenda of the 2015 Annual General Meeting

Appointment of the auditor, determination of its remuneration for the year 2015 and the contents of the essential elements of the contract to be concluded with the auditor

The Annual General Meeting in 2014 with its resolution 10/2014. (04.15.) elected Ernst & Young Könyvvizsgáló Kft. to the part of Auditor of the Company for the business year of 2014 until the time of the Annual General Meeting of 2015 that is until April 30, 2015 at the latest.

The Board of Directors of the Company, after evaluating Ernst & Young Kft. in respect of its 2014 performance and its binding offer for the 2015 audit tasks, proposes further cooperation with Ernst & Young Kft. in 2015.

The significant elements of the contract to be concluded with Ernst & Young Könyvvizsgáló Kft. for the business year 2015 are the followings:

Scope: Auditing of TVK Plc. in terms of business year 2015, performing the auditing activities, with special regards to auditing the annual report pursuant to the Act C of 2000 on accounting referring to year 2015, and its prevailing decrees (“Accountancy Law”), and the auditing of the consolidated annual report of the TVK Group for the business year 2015 compiled pursuant to the International Financial Reporting Standards (IFRS).

Fees: HUF 32,000,000 + VAT

Invoicing and payments: In 12 equal instalments, auditor is entitled to issue the invoice until the 5th day of the following month after the current month, and these invoices shall be settled by TVK Plc. 30 days within the receipt.

Personally proceeding auditor: István Havas registered auditor (registration number: MKVK-003395) is personally responsible for the accomplishment of the audits.

Effective: From 15th April 2014 until the day of the ordinary general meeting closing the business year 2014.

Resolution proposal

The Board of Directors proposes to the General Meeting to elect Ernst & Young Könyvvizsgáló Kft. (registered office: H-1132 Budapest, Váci út 20., Hungary, commercial registration number: Cg. 01-09-267553) to the part of Auditor of the Company for the business year of 2015 until the time of the Annual General Assembly of 2016, until April 30, 2016 at the latest.

The appointed auditor of Ernst & Young Könyvvizsgáló Kft. having personal responsibility for the audit is István Havas (mother’s maiden name: Faragó Anna; address: H-1021 Budapest, Széher utca 10. Hungary; auditor’s registration number: MKVK-003395).

The Board proposes to the General Meeting to approve the mentioned contents of the essential elements of the contract to be concluded between TVK Plc. and Ernst & Young Könyvvizsgáló Kft. for the business year 2015.
The Board proposes to the General Meeting to determine the Auditor’s fee in HUF 32,000,000 + VAT and to authorize the Board of Directors to conclude the contract with the mentioned elements with the appointed auditor, Ernst & Young Könyvvizsgáló Kft.
PROPOSAL

to Item 3 of the Agenda of the 2015 Annual General Meeting

Decision on the waiver to be granted to the executive officers according to Section 13.2 of the Articles of Association

Article 13.2 of the Articles of Association sets forth that the annual general meeting shall put on its agenda each year the evaluation of the work of the Board of Directors performed in the previous business year and pass a resolution on the waiver (discharge) that may be granted to the Board of Directors. The AGM, with granting the waiver in compliance with Section 13.2 of the Articles of Association, confirm that the Board of Directors worked as focusing on the aims and for the sake of the Company, during the period under review.

Based on the above, we propose that the general meeting approve the work of the Board of Directors performed in the 2014 business year and provide waiver for the Board of Directors Section 13.2 of the Articles of Association.

Proposed resolutions:
The Board of Directors proposes that the general Meeting – under Article 13.2 of the Articles of Association – approve the work of Board of Directors performed in the 2014 business year and grant waiver to the Board of Directors.
PROPOSAL

to Item 4 of the Agenda of the 2015 Annual General Meeting

Election, recall and determination of the remuneration of the members
of the Board of Directors

Until the publication of the AGM documents the Board of Directors has no proposal to the Agenda

Item 4.
PROPOSAL

to Item 5 of the Agenda of the 2015 Annual General Meeting

Election, recall and determination of the remuneration of the members of the Supervisory Board and the Audit Committee.

The mandate of László Réti employees’ representative member of the Supervisory Board is going to expire on the day of the annual general meeting of 2015. László Réti, who is employed by the Company, was elected to be a member of the Supervisory Board by the ordinary general meeting of TVK Plc. on 16 April 2010.

Pursuant to the Section 3:125 (1) of Act V of 2013 on Civil Code following a statement of opinion of the trade unions operating at the business association the employees’ representative in the Supervisory Board shall be nominated by the Works Council from among the employees. Pursuant to Section 3:125 (2) of the Civil Code, persons nominated by the Works Council shall be elected as members of the supervisory board by the business association’s supreme body at its first meeting following such nomination, unless statutory grounds for disqualification exist in respect of the nominees.

Article 23.5 of the Articles of Association on the election of the employees’ representative member of the Supervisory Board contains a provision, which is compatible with the above legislation.

Following a statement of opinion of the trade unions the Works Council on 18th of March, 2015 nominated Laszló Réti again for the position by open ballot voting.

Regarding that statutory grounds for disqualification do not exist in respect of the persons nominated by the Works Council and the procedure carried out by Works Council was in accordance with the referred provisions of the Civil Code, the Board of Directory hereby proposes to the general assembly to elect Laszló Réti the nominee of the Works Council of TVK Plc. as the employees’ representative member of the Supervisory Board as of 15 April 2015.

Proposed resolutions

The General Meeting hereby elects Laszló Réti the employee of TVK Plc. based on the nomination of the Works Council of TVK Plc. and pursuant to Section 3:125 (1) of Act V of 2013 on Civil Code for a period of five (5) years – but latest till the day of the annual ordinary general meeting in 2020 – commencing with 16 April 2015 as a member of the Supervisory Board of TVK Plc.

Regarding the remuneration of the newly elected member of the Supervisory Board the resolution No.: 24/2007 (04.19.) of the General Meeting is authoritative.
PROPOSAL

to Item 6 of the Agenda of the 2015 Annual General Meeting

The Board of Directors' presentation regarding the acquisition of treasury shares following the ordinary annual general meeting of 2014 in accordance with Section 3:223 (4) of the Civil Code

The AGM with its resolution 13/2014 (04.15.) with a 99.98% majority voted 23,274,274.36 in favour, 4,967.18 against, 0 abstained authorized the Board of Directors of the Company to acquire treasury shares pursuant to the following terms and conditions:

Mode of acquisition of treasury shares can be with or without consideration, either on the stock exchange or through public offer or on the OTC market if not prohibited by legal regulations.

The authorization empowers the Board of Directors to acquire any shares of the Company with any par value.

The amount (number) of shares that can be acquired: 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.

If the acquisition of the treasury shares is in return for a consideration, the minimum amount which can be paid for one piece of share is HUF 1, while the maximum amount cannot exceed 150% of the highest of the following prices:

a.) the highest price of the deals concluded with the shares on the Budapest Stock Exchange ("BÉT") on the date of the transaction or

b.) the daily volume weighted average price of the shares on any of the 90 BÉT trading days prior to the date of the transaction or

c.) the volume-weighted average price of the shares during 90 BÉT trading days prior to

(i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or

(ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or

(iii) (iii) the date of exercising option rights, pre-emption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares or

d.) the closing price of the shares on the BÉT on the trading day which falls immediately prior to

(i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or

(ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or 3

(iii) the date of exercising option rights, pre-emption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares.

The period of validity of the authorization: from the date of the resolution made on the Annual General Meeting for an 18 months period.

According to the Section 3:224 paragraph (4) of the Civil Code board shall present at the next general meeting the reasons for which the own shares had to be acquired, the quantity and aggregate nominal value of the shares, the percentage they represent in the company’s share capital, and also the price paid for the shares.
The Board of Directors informs the AGM that acquisition of treasury shares during 2014 has not been executed.

**Proposal for resolution:**

The Board of Directors’ proposes the acceptance of the resolution as follows: the Annual General Meeting endorse that acquisition of treasury shares during 2014 has not been executed.
PROPOSAL

to Item 7 of the Agenda of the 2015 Annual General Meeting

Amendment of the Articles of Association (Article 22.3)

According to the effective Article 22.3 of the Articles of Association: “The Chief Executive Officer exercises the employer’s right in respect of every employee of the Company. The CEO can transfer this right to the employees of the Company in the way stipulated in the Company Organizational Regulations or in other internal regulations of the Company.”

Section 20 of the “new” Labour Code entered into force on 1 July 2012 (Act I of 2012 - hereinafter referred to as new Labour Code) defines regarding exercising employer’s powers that the person exercising employer’s rights is entitled to make a legal statement on behalf of the employer and that the employer shall define the order of exercising employer’s rights within the framework of law.

Based on the above it is an option to delegate the exercising employer’s rights in a wider range. For the sake of the aim it is necessary to amend the relevant provision of the Articles of Association.

Proposed resolutions:
The Board of Directors proposes to the General Meeting to amend the Article 22.3. of the Articles of Association as follows (wording proposed to delete crossed):

“22.3. The Chief Executive Officer exercises the employer’s right in respect of every employee of the Company. The CEO can transfer this right to the employees of the Company in the way stipulated in the Company Organizational Regulations or in other internal regulations of the Company.”