

ANNUAL GENERAL MEETING

Translation of the Hungarian presentation

17 April 2026

Agenda of the Annual General Meeting

- 1.) The Company's parent company's financial statements and consolidated financial statements in accordance with International Financial Reporting Standards for the year ended 2025, as well as the proposal for the use of profit after tax of the parent company and for dividend payment
 - a) Management Report - The report of the Board of Directors on the Company's business operation in 2025;
 - b) Proposal on the Company's parent company's financial statements in accordance with International Financial Reporting Standards for the year ended 2025 (statement of financial position, statement of profit or loss, statement of comprehensive income, statement of changes in shareholders' equity, statement of cash-flows, notes to the financial statements);
 - c) Proposal for the use of the profit after tax of the parent company and for dividend payment;
 - d) Proposal on the Company's consolidated financial statements in accordance with International Financial Reporting Standards for the year ended 2025 (statement of financial position, statement of profit or loss, statement of comprehensive income, statement of changes in shareholders' equity, statement of cash-flows, notes to the financial statements);
 - e) Report of the Supervisory Board on the annual financial statements for 2025 and its proposal regarding the use of profit after tax;
 - f) Report of the Audit Committee on the annual financial statements for 2025, its proposal regarding the use of profit after tax and on the result of the activity aimed at providing assurance on the sustainability report;
 - g) Results of the Independent Auditor's Report for the year ended 2025 and the results of the assurance report of the 2025 sustainability report.
- 2.) Approval of the Corporate Governance Report for the year 2025
- 3.) Evaluation of the activity of the executive officers performed in the past business year; decision on the granting of discharge of liability
- 4.) Election of the Company's audit firm, determination of the audit remuneration, and determination of the substantive content of the contract to be concluded with the auditor
- 5.) Proposal on the group-level remuneration guidelines of OTP Bank Plc.
- 6.) Election of the members of the Board of Directors
- 7.) Election of the members of the Supervisory Board
- 8.) Election of the members of the Audit Committee
- 9.) Determination of the remuneration of members of the Board of Directors, the Supervisory Board and the Audit Committee
- 10.) Information of the Board of Directors on the acquiring of own shares since the Annual General Meeting of 2025. Authorization of the Board of Directors to acquire the Company's own shares

Item 1.a. on the Agenda

The report of the Board of Directors on the Company's business operation in 2025

Presented by: **Dr. Sándor Csányi**, Chairman of the Board of Directors
Péter Csányi, Chief Executive Officer

OTP Group is among the most successful banks in Europe



Dominant position in CEE countries:
Dominant position in 5 countries; 4.5-fold net loan growth and 14 acquisitions in 11 years.
42% of net loans in Eurozone + ERM 2 countries, 75% within the EU

Strong organic loan growth:
In 2025 the FX-adjusted growth of performing loans accelerated to 15%.
Since 2014, 74% of the 4.5-fold net loan growth has been organic

Outstanding profitability:
After 23.5% ROE in 2024, the 2025 ROE indicator moderated to 21.6%
as a result of decreasing leverage

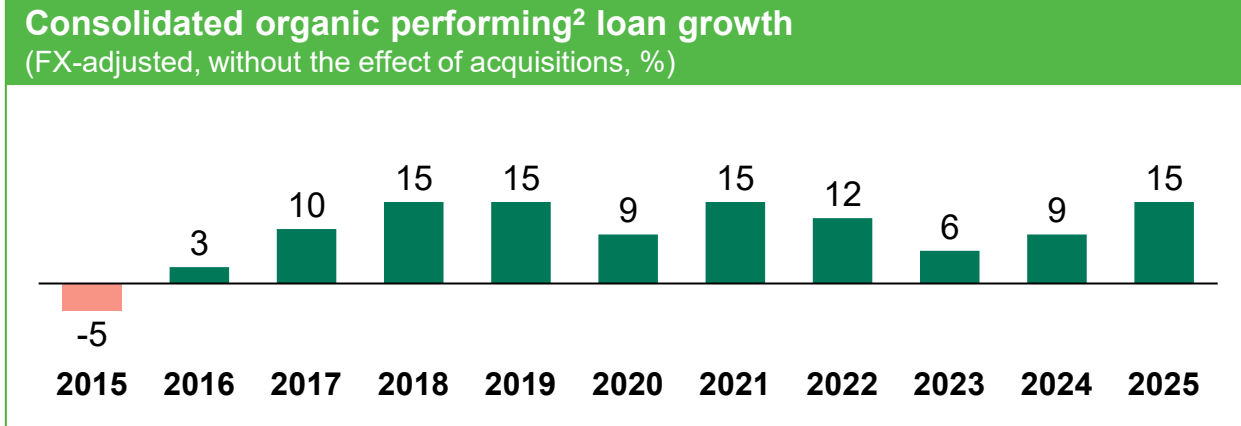
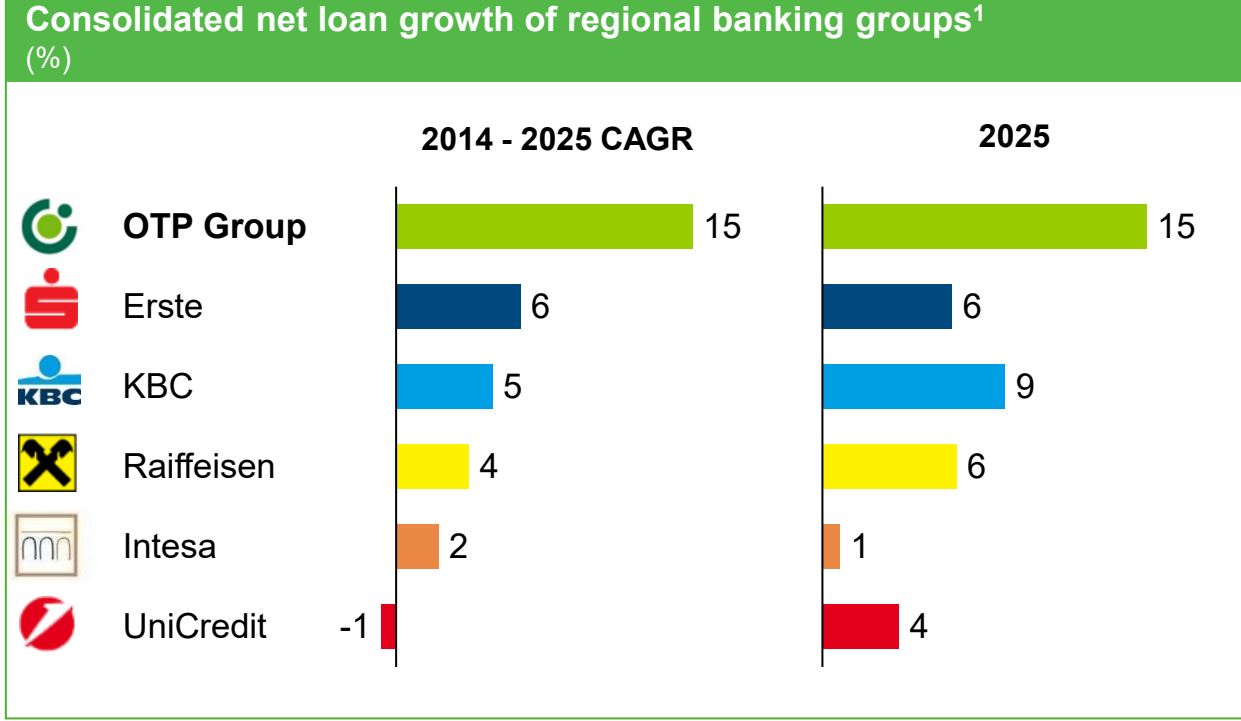
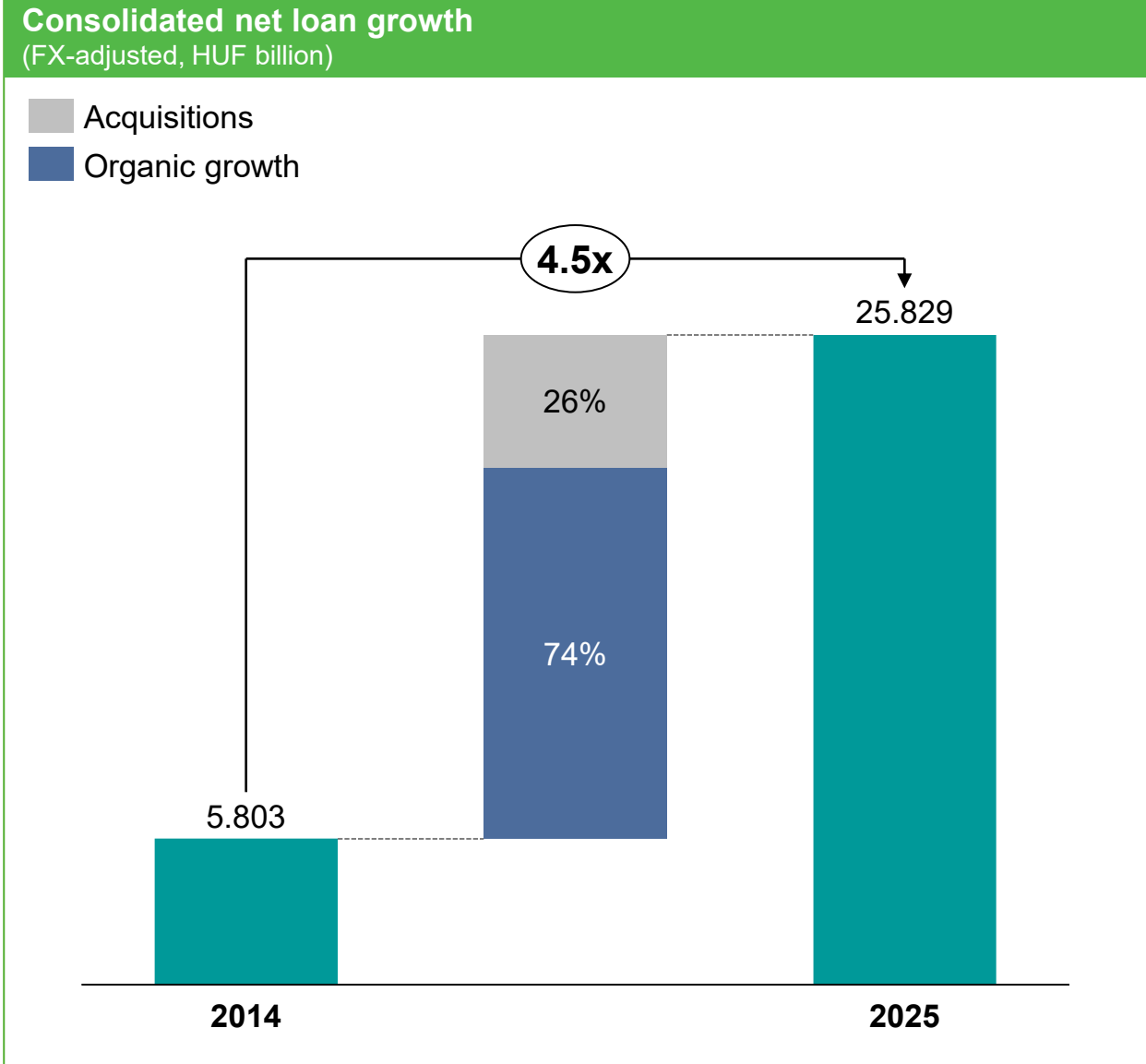
Stable portfolio quality:
The Stage 3 ratio moderated from 3.6% to 3.5% in the course of 2025.
Credit risk cost rate was 66 bps in 2025 versus 38 bps in 2024

Stable capital and liquidity position:
CET1 18.1%, MREL 25.3%, Leverage¹ 10.8%, net loan to deposit 77%, capital market funding to total assets 7%,
and Liquidity Coverage Ratio (LCR) 251%

Commitment to ESG:
The Group overachieved the green exposure targets set for year-end 2025.
In November 2025 MSCI upgraded OTP's ESG rating by two notches, to 'A'

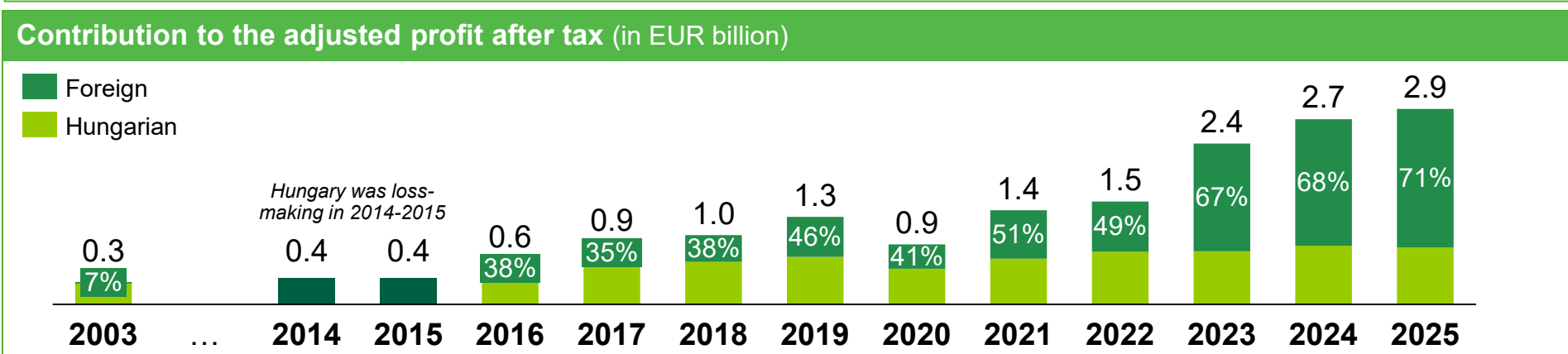
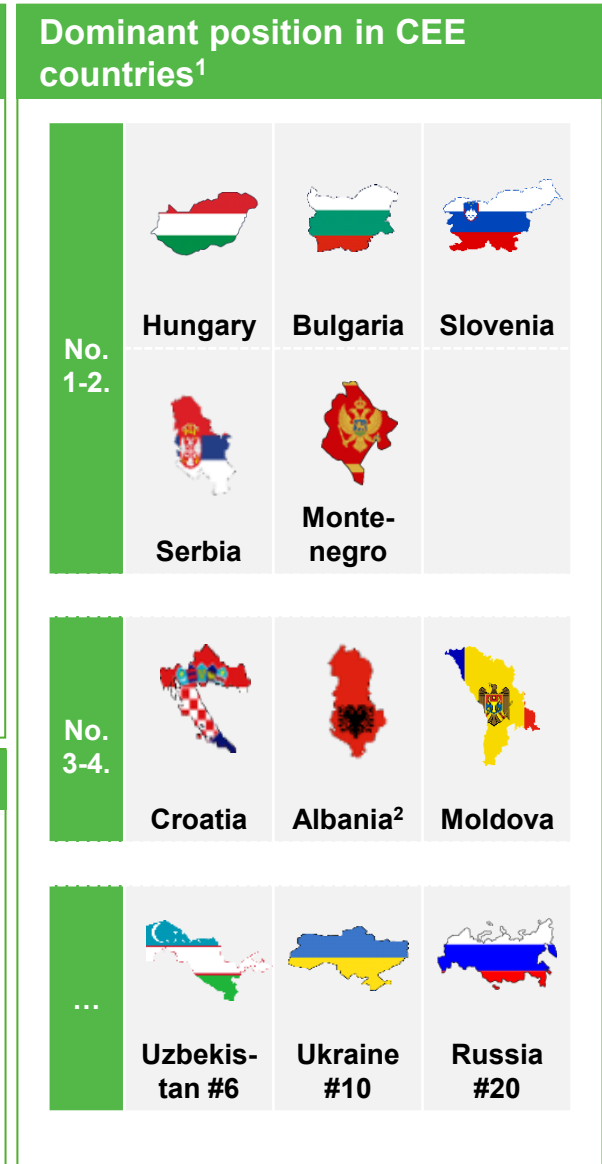
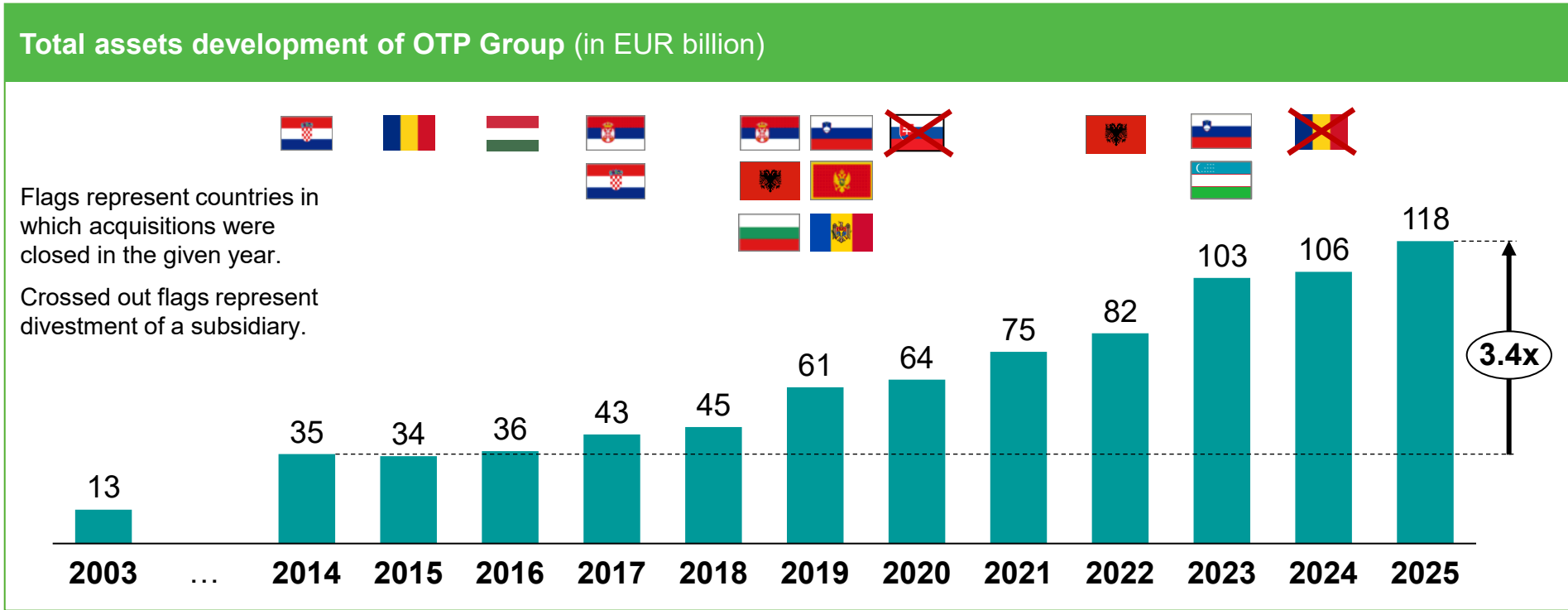
¹ Leverage ratio according to Basel IV regulation.

OTP Group's net loan book grew 4.5-fold over the last 11 years. In this period, OTP Group's average loan growth rate outpaced other banking groups' active in the CEE region



Source of peer data: company reports.
¹ Peer data calculated on reporting currency basis. OTP: FX-adjusted.
² 2015-2018: based on DPD0-90 loan volumes, after 2018: based on Stage 1+2 loan volumes.

Total assets reached EUR 118 billion driven by successful acquisitions and dynamic organic growth. The profit contribution of foreign subs showed a trend-like increase over the last several years, reaching 71% in 2025

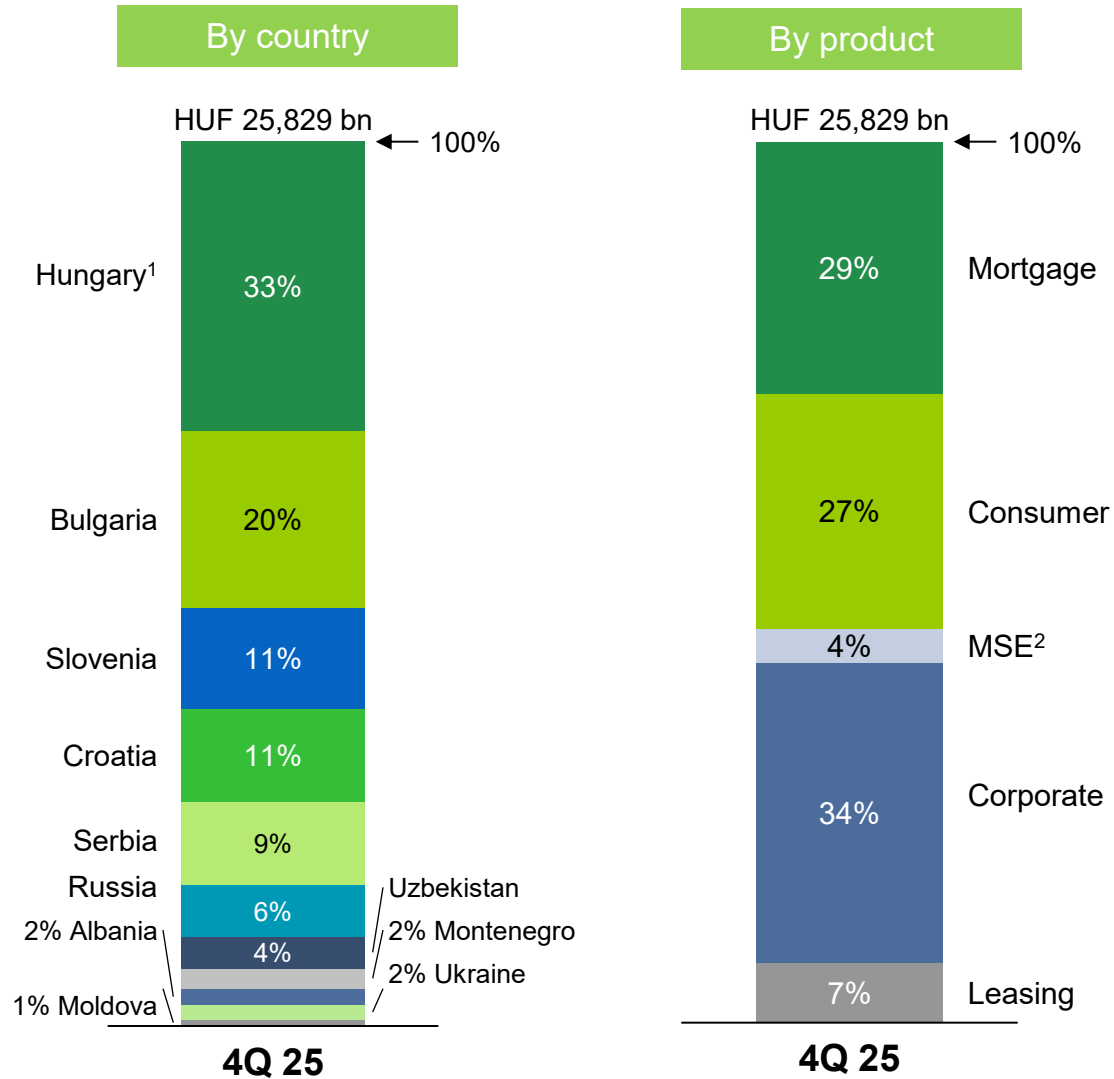


¹ Based on market shares as a % of total assets unless otherwise noted; latest available data; source: National Banks, Banking Associations, Golden books.

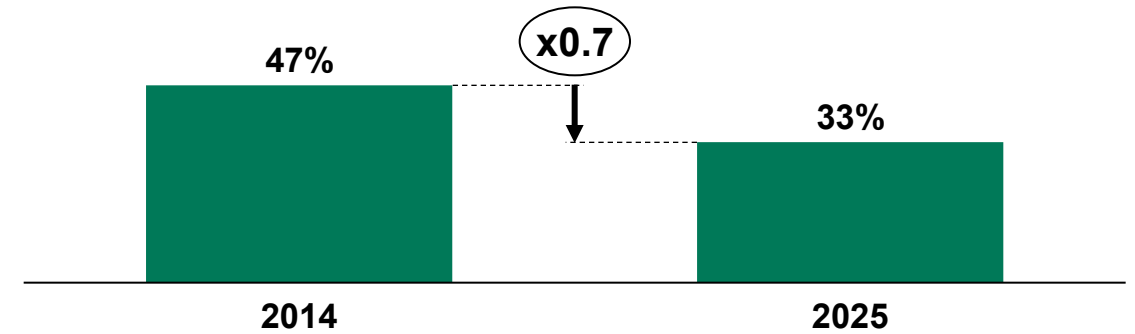
² Based on net loans.

75% of the total net loan book is invested in EU countries, while Hungary's share moderated to 33%

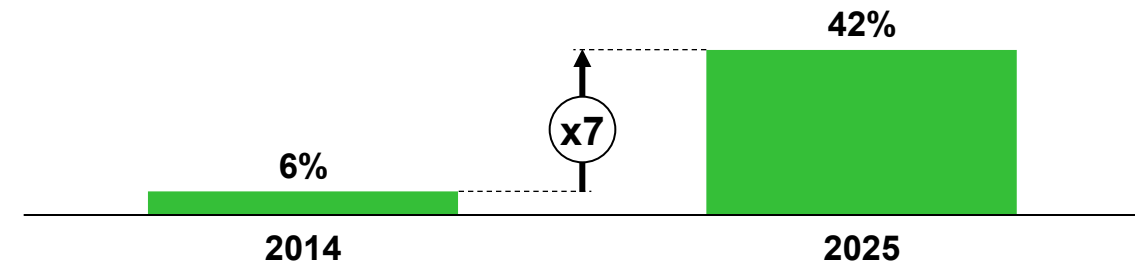
Breakdown of the consolidated net loan book



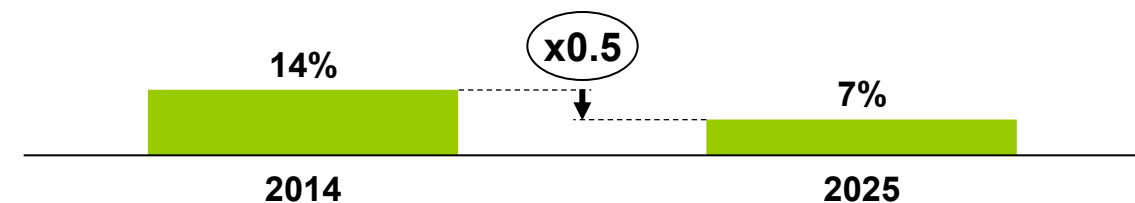
Share of Hungary¹ in the Group's net loan portfolio



Share of Eurozone and ERM 2 countries³ in the Group's net loan portfolio



Share of Russia and Ukraine in the Group's net loan portfolio

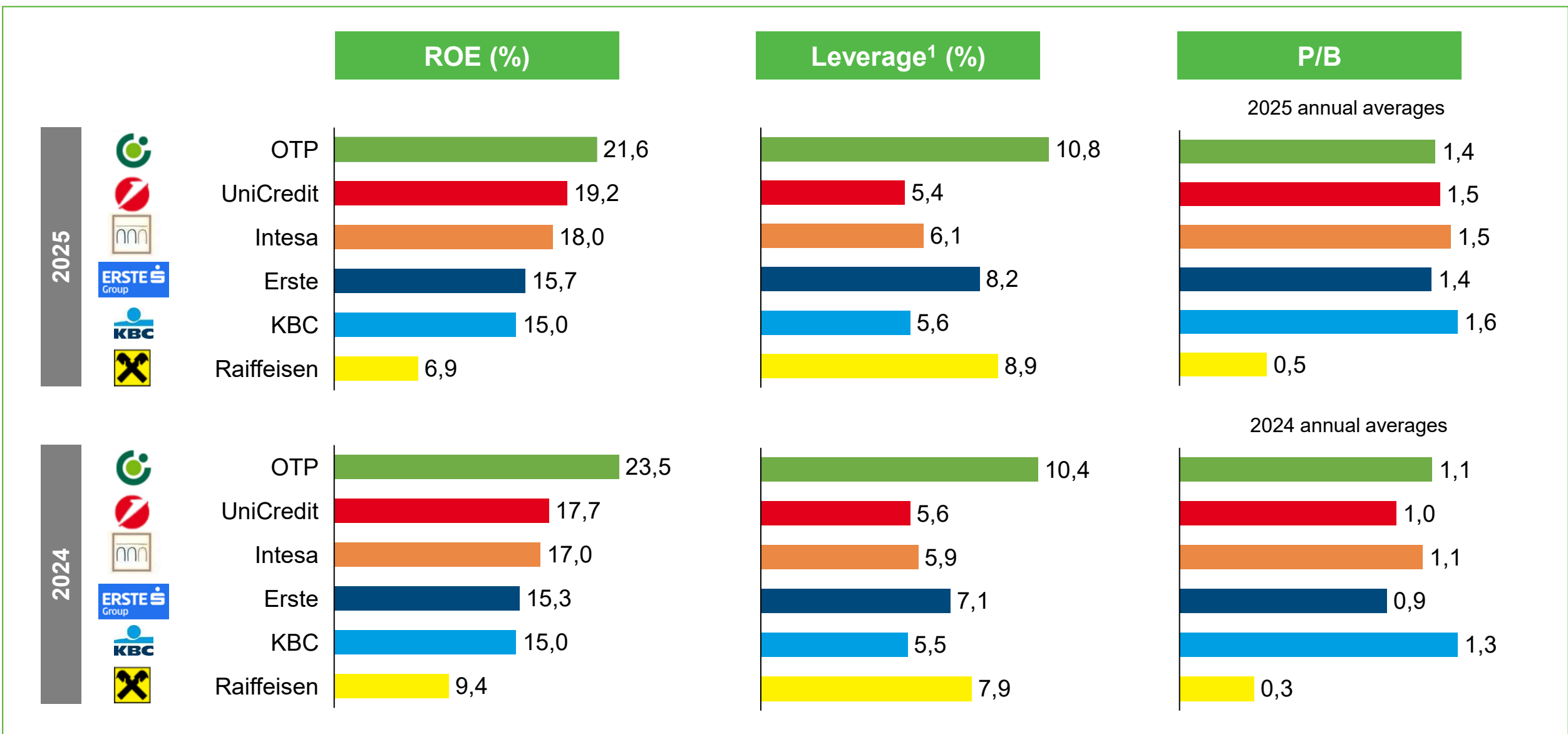


¹ Including OTP Core and Merkantil Group (Hungarian leasing).

² MSE = micro and small enterprises.











³ 2014: Slovakia, 2025: Bulgaria, Croatia, Slovenia. From 2026, Bulgaria became the member of Eurozone.

OTP Group's return on equity (ROE) exceeded that of its regional peer group in both 2024 and 2025, notwithstanding the fact that OTP Bank operated with a materially lower leverage¹



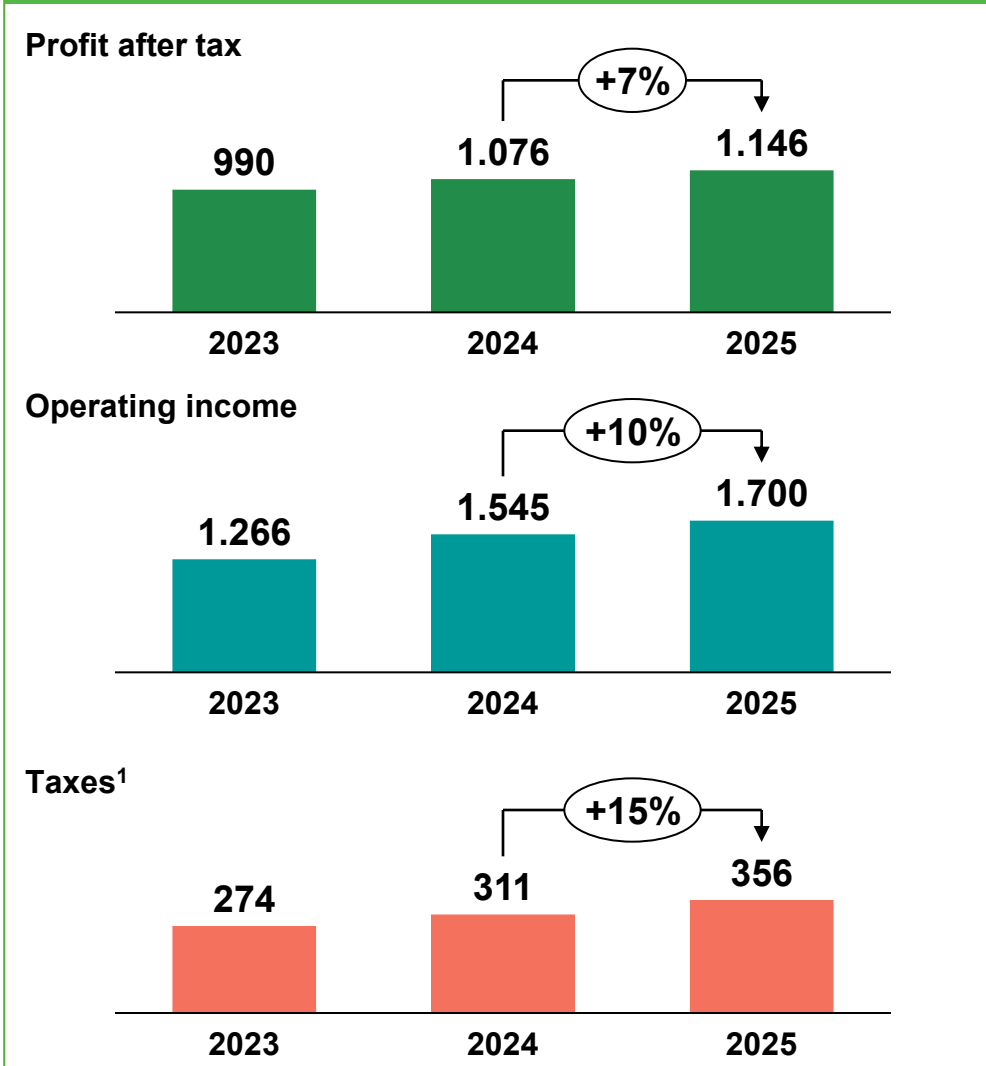
Source: company reports, Bloomberg for P/B data.
¹ Leverage ratio according to Basel III (2024) and Basel IV (2025) regulation.

In 2025 OTP Bank was named the second best performing among the 50 largest publicly listed European banks by S&P Global Market Intelligence

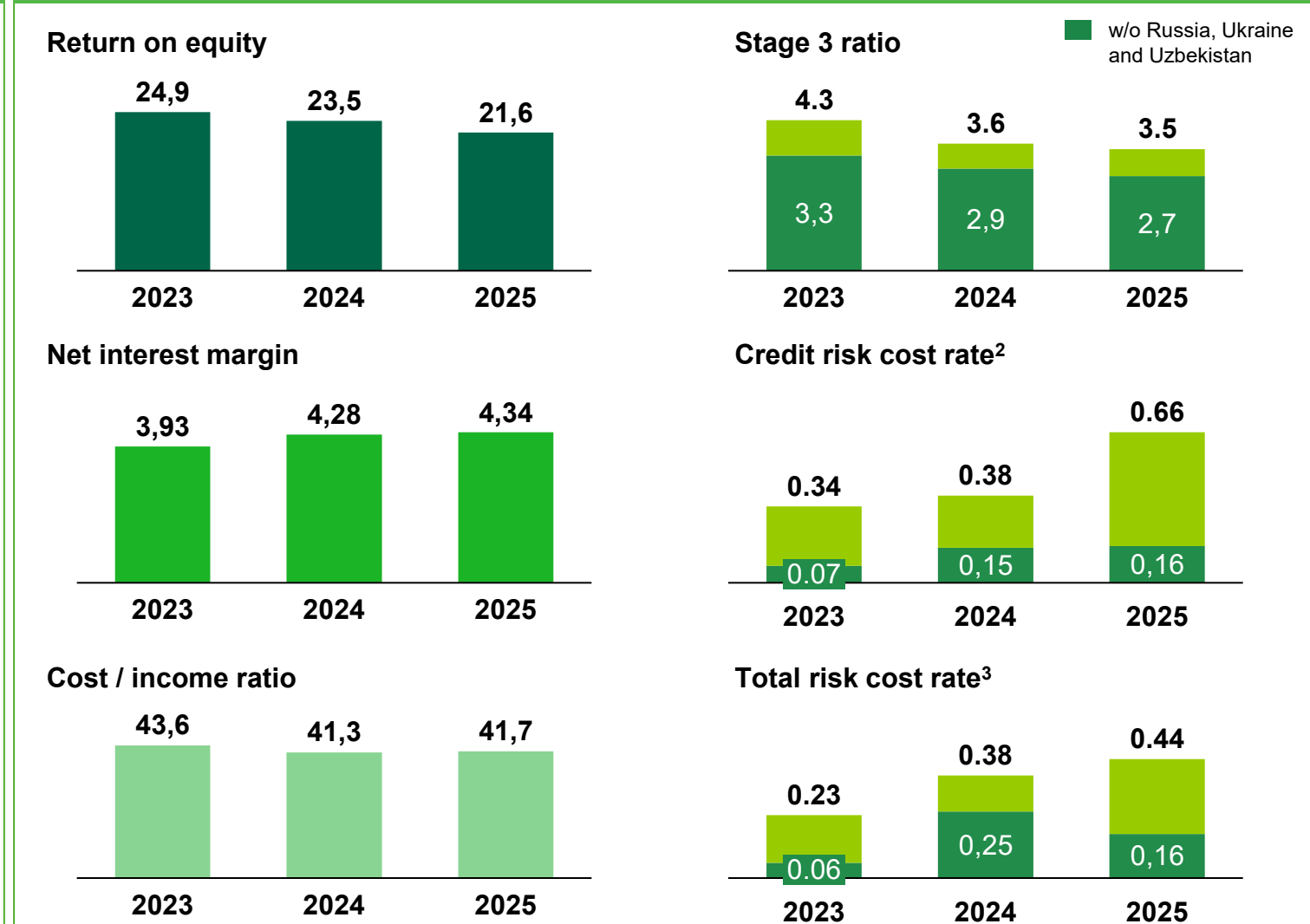
													Ranking metrics			
	Current rank	Previous rank	Change	Company name	Headquarter	Total assets (EUR bn)	ROAE (%)	Net interest margin / margin (%)	Net interest margin / avg. assets (%)	Cost-to-income (%)	Problem loan ratio (%)	NFSR (%)	CET1 ratio (%)			
	1	NR	-	Banca Mediolanum SpA	Italy	86.15	29.85	1.11	1.86	37.29	0.71 ●	179.78	23.67			
	2	1	▼	OTP Bank Plc.	Hungary	105.54	23.40	4.46	2.20	45.53	3.32 ●	157.97	18.94			
	3	2	▼	PKO Bank Polski SA	Poland	122.75	19.20	4.52	1.33	33.86	3.49 ●	156.10	17.39			
	4	3	▼	Bank Polska Kasa Opieki SA	Poland	78.11	20.94	4.09	1.06	39.84	4.28 ●	174.66	14.90			
	⋮															
	18	20	▲	UniCredit SpA	Italy	784.00	15.32	1.93	1.38	47.18	2.25 ●	128.00	15.96			
	⋮															
	25	23	▼	Erste Group Bank AG	Austria	353.74	13.37	2.25	0.91	49.53	2.64 ●	143.91	15.26			
	⋮															
	28	29	▲	KBC Group NV	Belgium	373.05	14.46	1.59	0.89	51.98	1.95 ●	138.85	14.96			
	⋮															
	32	34	▲	Intesa Sanpaolo SpA	Italy	933.29	13.16	2.08	1.04	51.34	2.03 ●	121.40	13.26			
	⋮															
	41	14	▼	Raiffeisen Bank International AG	Austria	199.85	6.56	2.90	0.68	55.86	3.88 ●	144.84	17.09			
	⋮															
	50	50	NC	Société Général SA	France	1,573.55	6.63	0.70	1.05	69.49	3.08 ●	117.00	13.29			
Group mean							13.34	2.03	0.98	49.88	2.14	136.49	15.75			
● Nonperforming loans/net customer loans ● Impaired loans/net customer loan																

OTP Group's 2025 results were supported by 10% y-o-y operating profit growth, driven by dynamically expanding volumes and improving margin. Underlying loan quality improved further, while credit risk costs rate in CEE countries remained flat y-o-y

Consolidated profit development
(adjusted, HUF billion)



Key performance indicators of OTP Group
(adjusted, %)

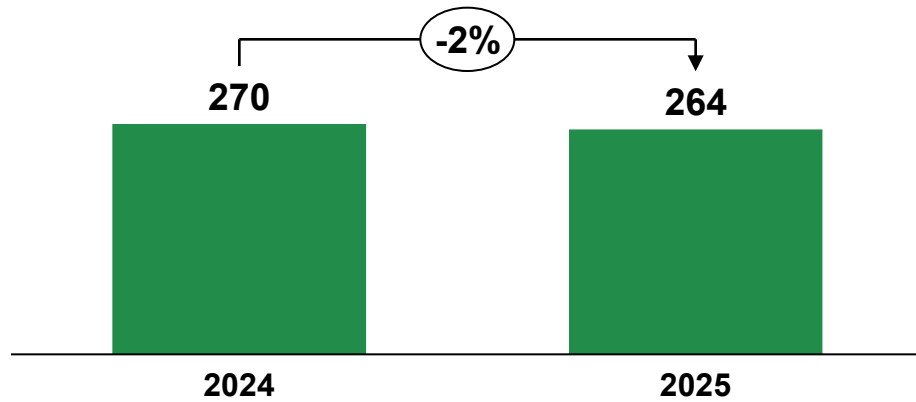


¹ In addition to corporate income tax, it includes the special taxes on financial institutions (excluding the Hungarian financial transaction levy), the Hungarian local (municipality) taxes and the innovation contributions, as well as the withholding tax applicable to dividends distributed by subsidiaries.
² Provision for impairment on loan losses / average gross loans. ³ Total risk cost / average assets.

OTP Core profit after tax

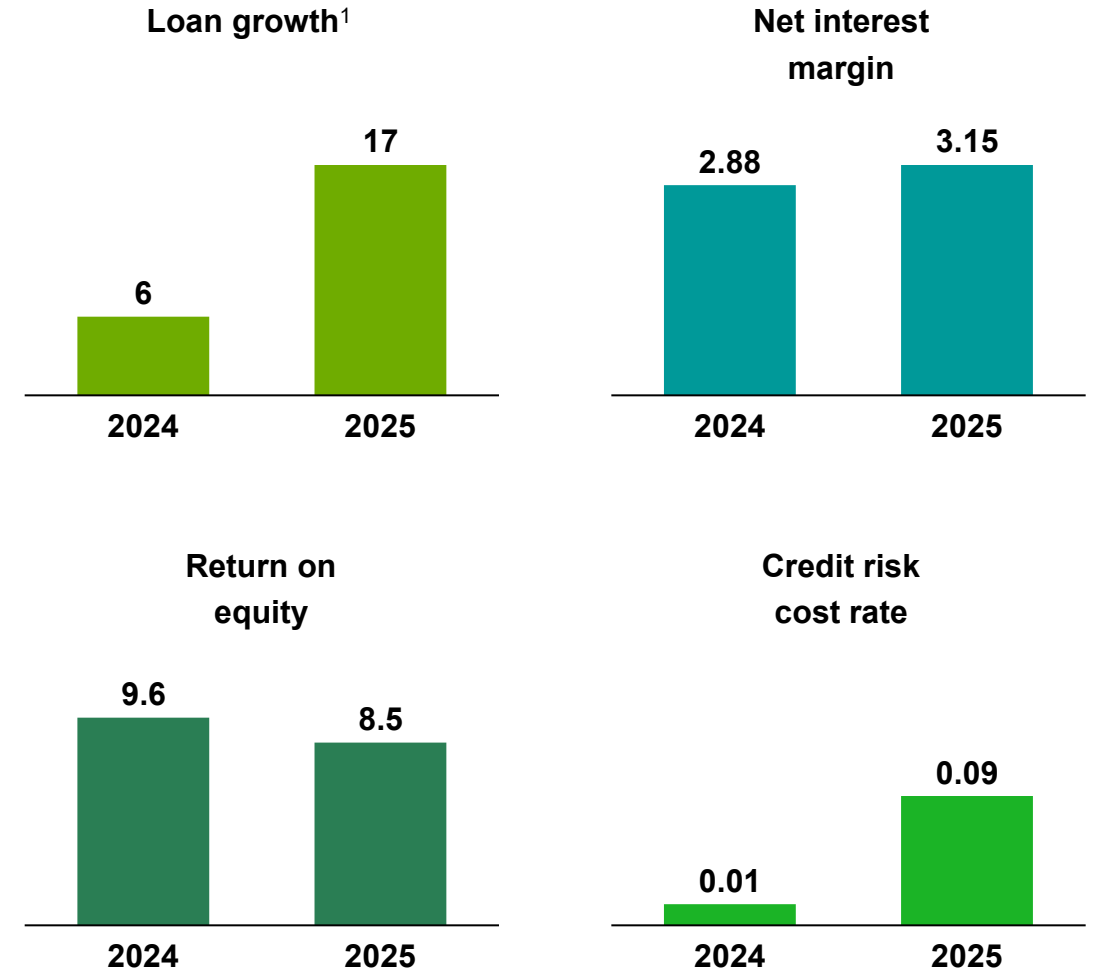
(without dividends received from subsidiaries, HUF billion)

Profit after tax



Key performance indicators of OTP Core

(adjusted, %)



Special levies imposed by the State on Hungarian Group members

before tax, HUF billion	2020	2021	2022	2023	2024	2025	2026E
TOTAL	110	106	229	195	172	259	330
Banking tax	19	21	22	28	31	33	35
Windfall tax	0	0	75	41	7	54	115 ²
Transaction tax	62	69	90	98	123	164	180 ³
Rate cap	0	0	40	28	10	9	?
Moratorium	29	17	3	-	-	-	-

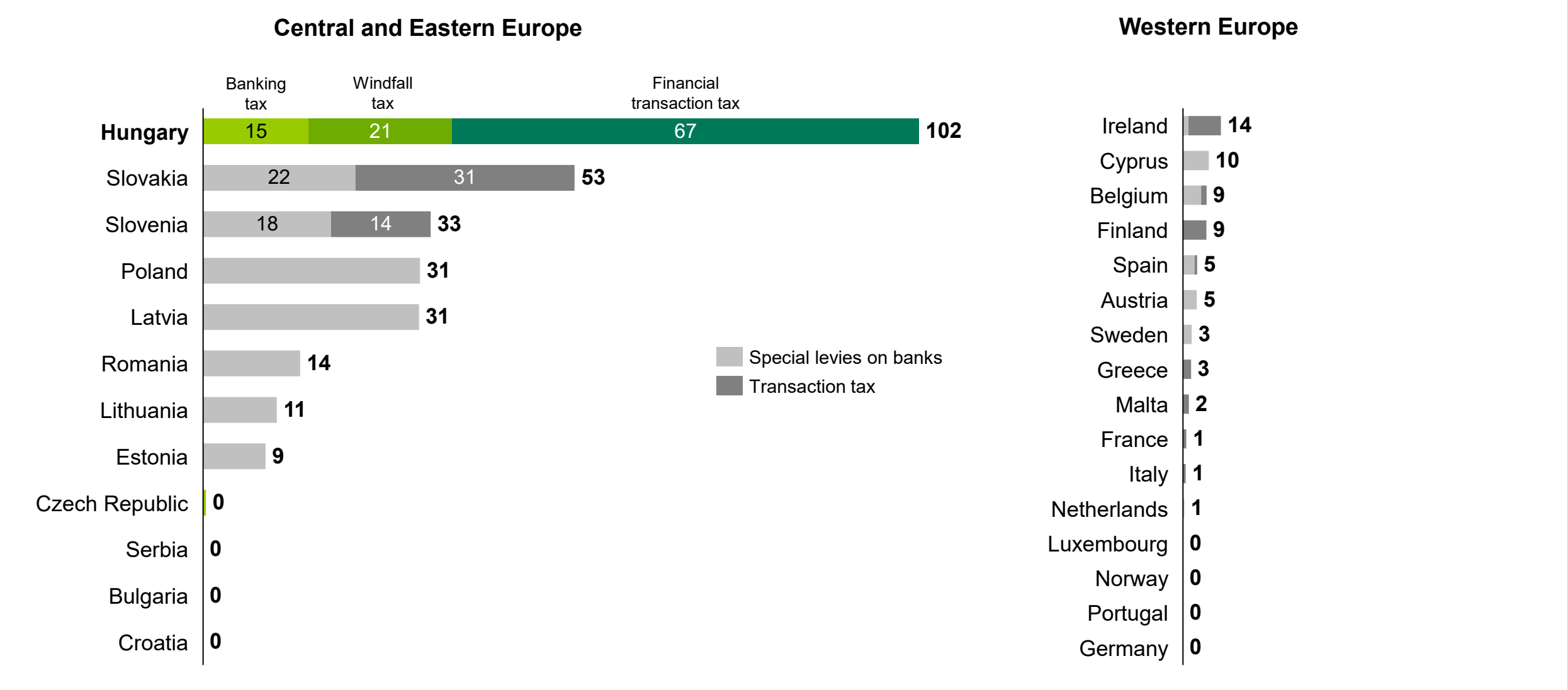
¹ FX adjusted y-o-y performing (Stage 1+2) customer loan growth.

² Taking into account the expected reduction of the windfall tax burden in conjunction with the increase in the stock of government securities.

³ Estimate.

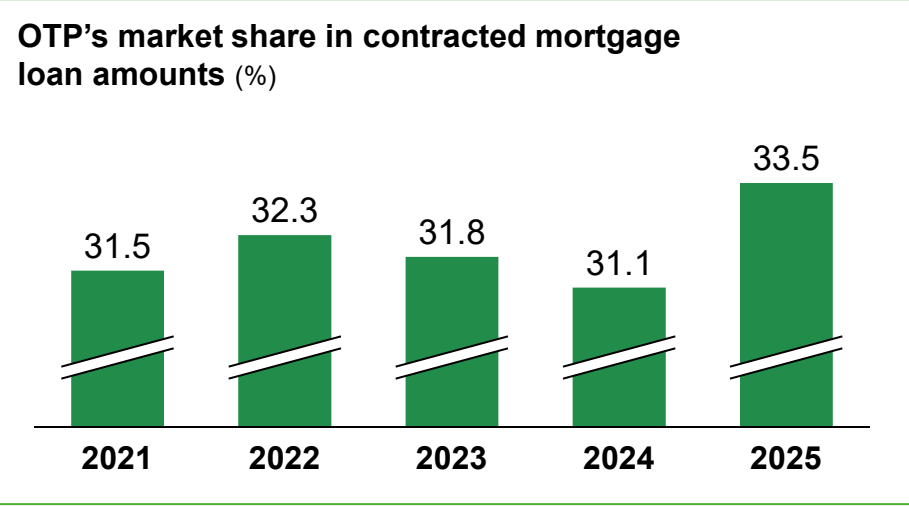
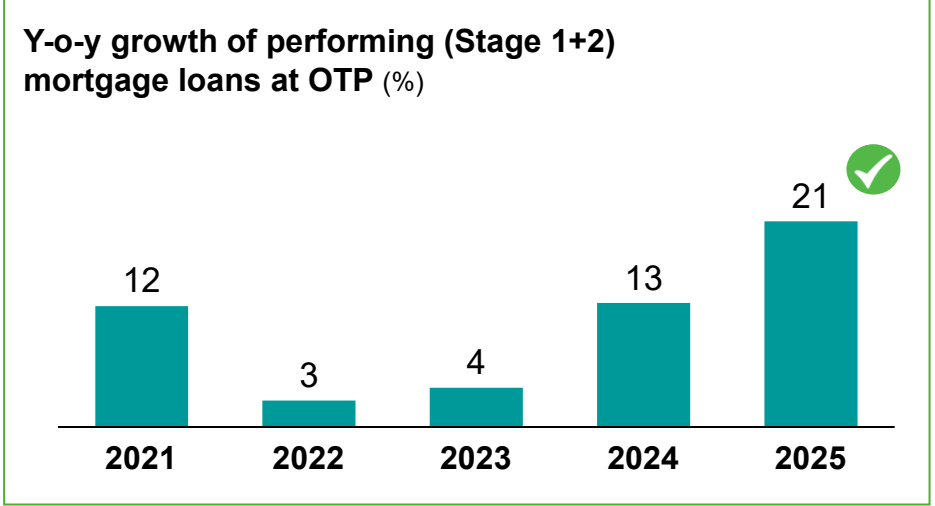
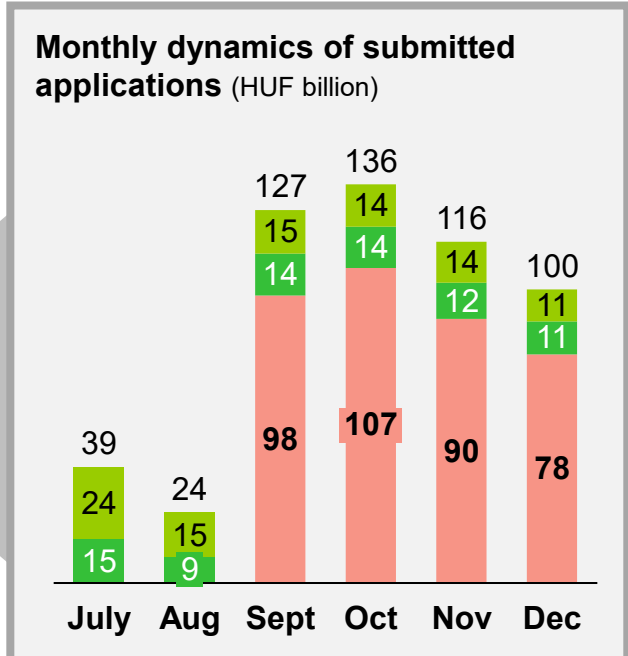
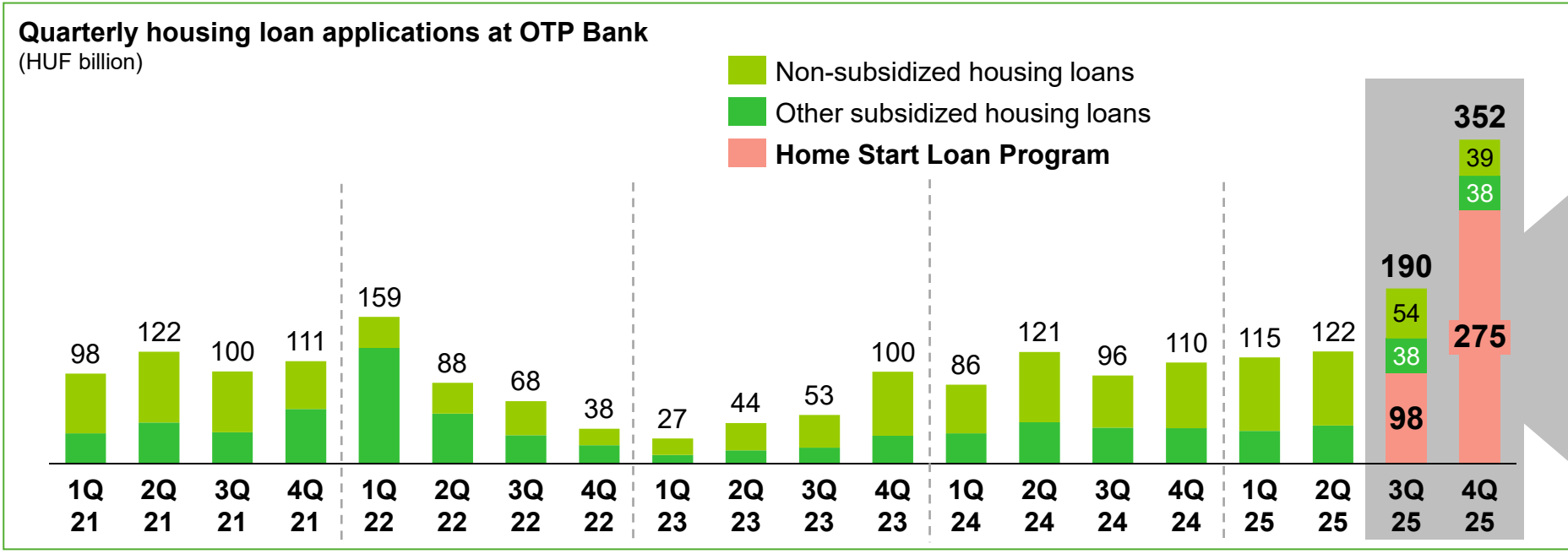
Hungary imposes the highest level of sector-specific banking levies in Europe

Banking tax, windfall tax and financial transaction tax per total assets (estimate, 2025, basis points)



Source: MNB, European Parliament, local ministries of finance, local central banks, business press.
 For the Cypriot bank tax, 2023 values were used; for the Czech and Slovenian bank taxes, 2024 figures were applied as estimates.
 For Sweden, the risk tax (Riskskatt för kreditinstitut) is shown. For the Slovak transaction duty and the Spanish bank tax, mid-2025 data were annualized.
 The Polish "Tax on civil law transactions" does not flow through the banking sector.

The launch of Home Start Loan Program in September 2025 gave significant boost to housing loan demand in Hungary

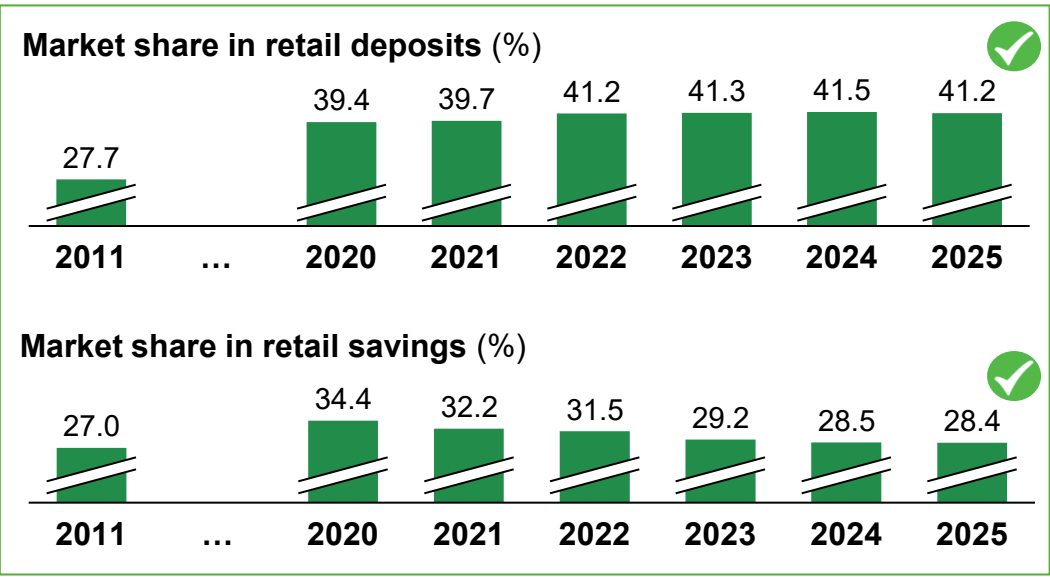
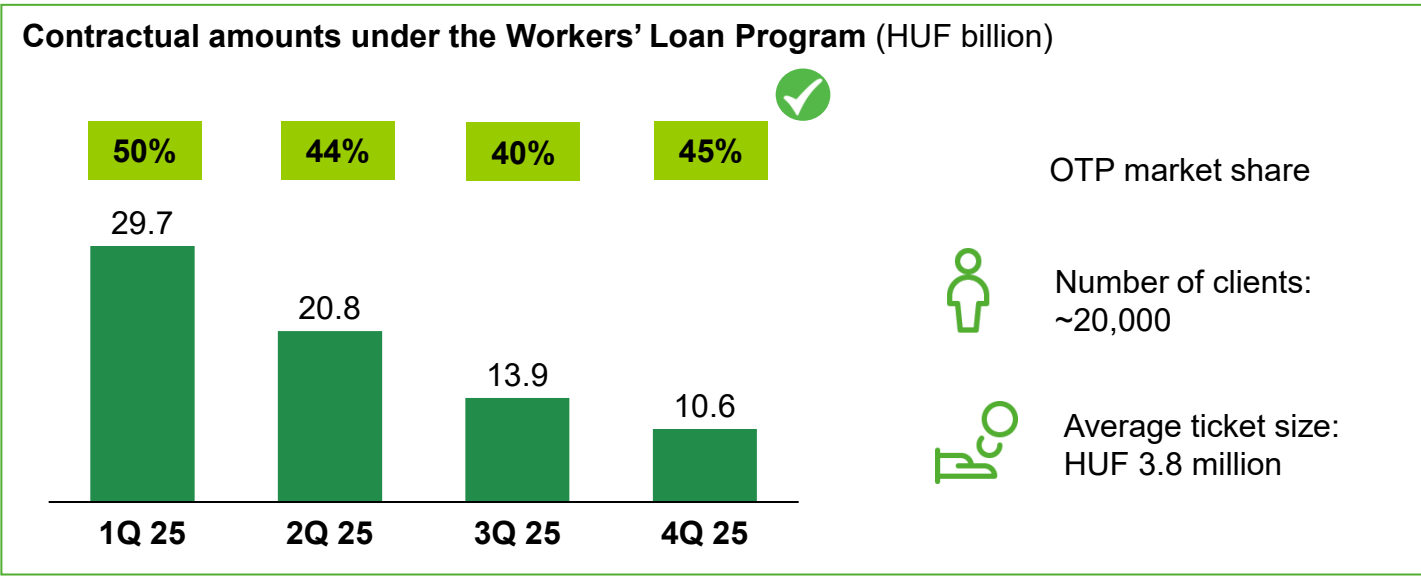
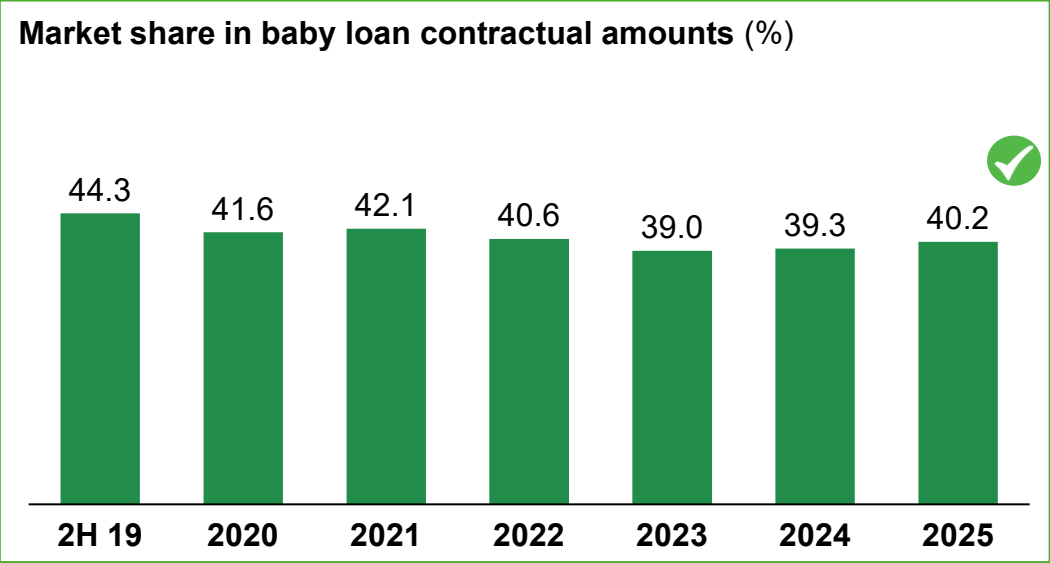
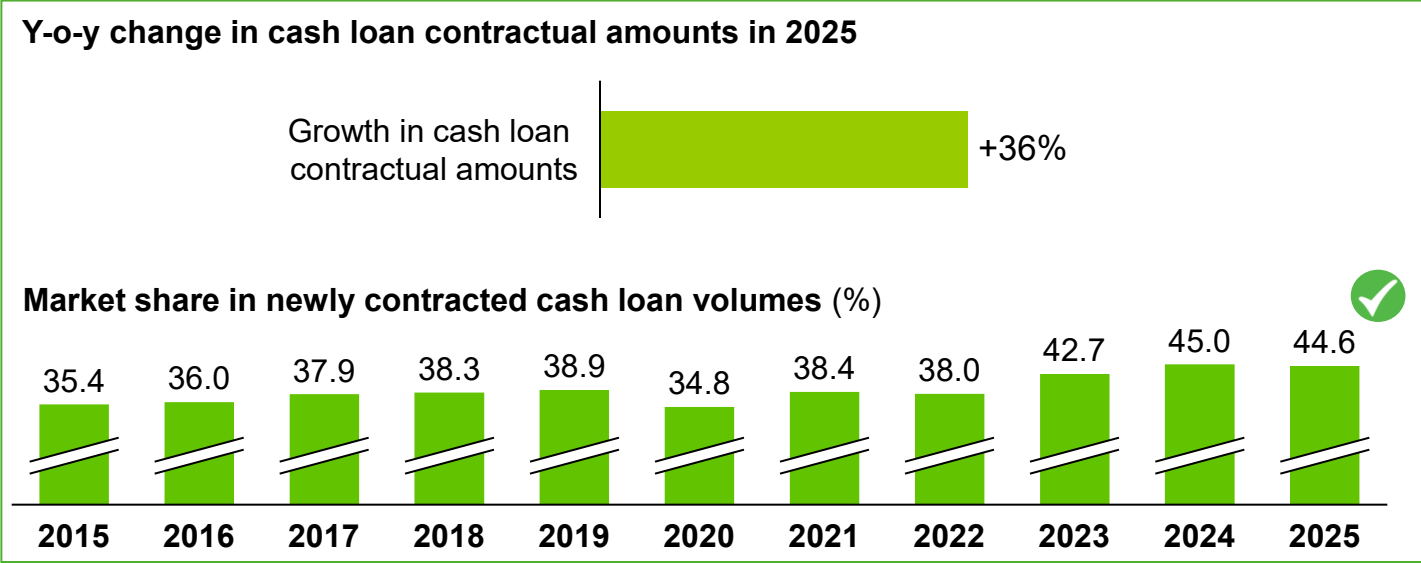


Home Start Program contracts – key stats

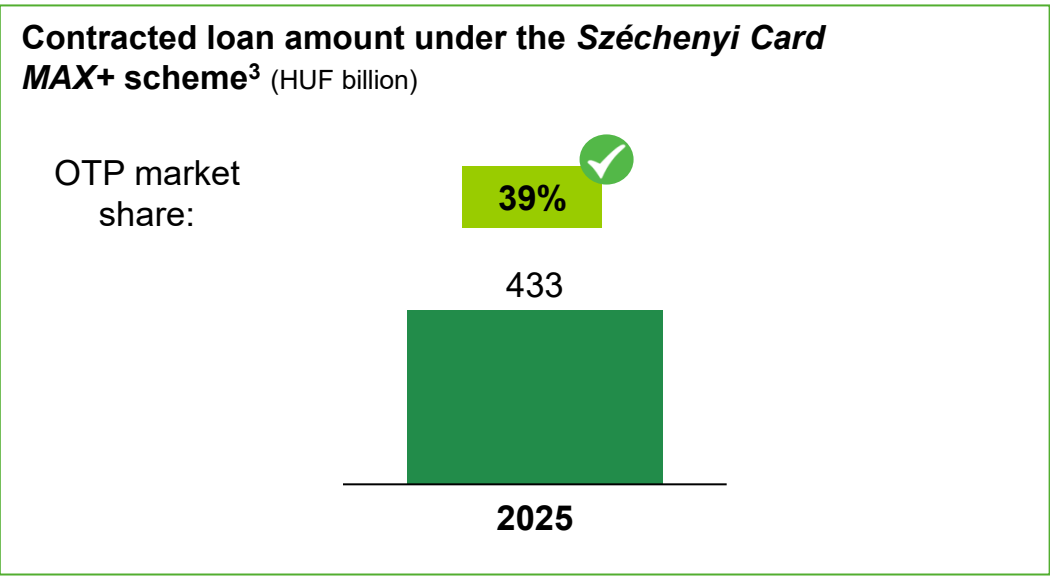
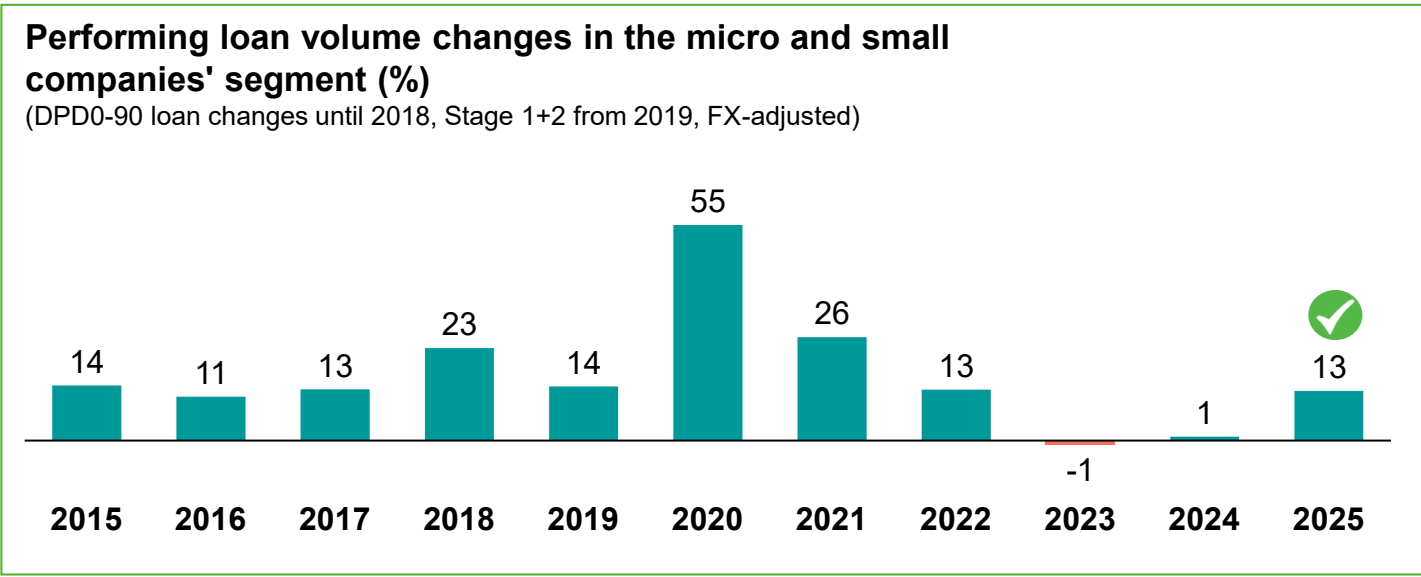
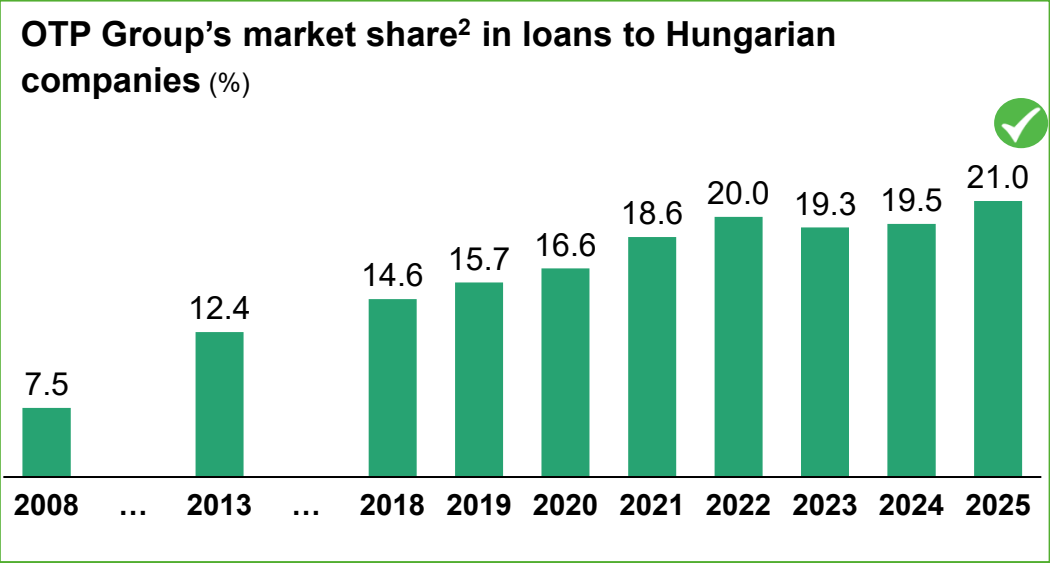
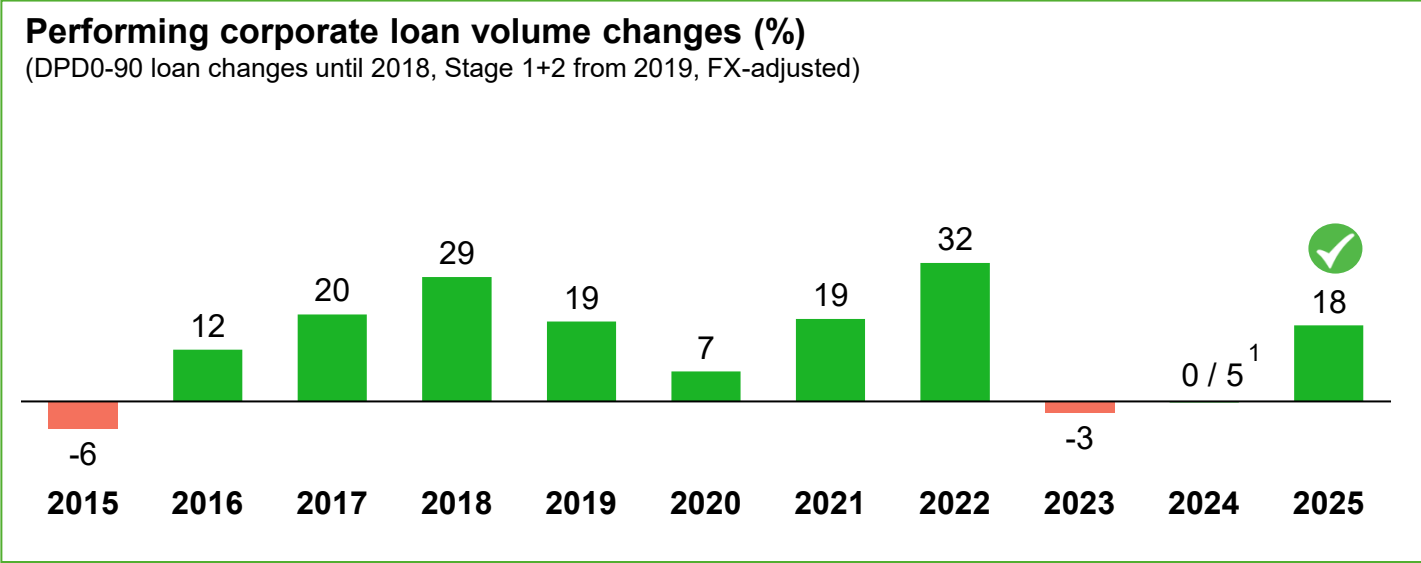
- Number of clients: ~7,500
- Average loan amount: HUF 34 million
- Average tenor: 23.6 years



In 2025 OTP Core preserved its market position in newly contracted cash loan volumes and retail deposits, while the Bank's market share in new baby loan and workers' loan contractual amounts remained above 40%
































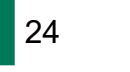




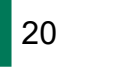
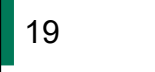



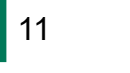
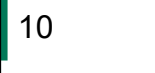









After two years of stagnation, the outstanding volume of Hungarian large corporate and MSE loans began to increase in 2025, while the Bank's corporate lending market share hit new heights at 21%



¹ Without the effect of a large foreign corporate loan repayment. ² Aggregated market share of OTP Bank, OTP Mortgage Bank, OTP Building Society and Merkantil, based on central bank data (Supervisory Balance Sheet data provision until 2016 and Monetary Statistics from 2017). ³ Source: KAVOSZ, OTP. The Széchenyi Card MAX+ Program offers preferential rate loans to customers from 23 December 2022.













Foreign subsidiaries delivered strong performance in 2025

	Profit after tax ¹ (HUF billion)		ROE ¹		Cost / income ratio	
	2024	2025	2024	2025	2024	2025
 DSK Group (Bulgaria)	 201	 211	 22%	 20%	32%	34%
 OTP Bank Slovenia	 113	 106	 16%	 14%	42%	43%
 OTP Bank Croatia	 62	 55	 14%	 12%	47%	52%
 OTP Bank Serbia	 66	 79	 17%	 18%	38%	40%
 Ipoteka Bank (Uzbekistan)	 53	 49	 30%	 22%	38%	45%
 OTP Bank Ukraine	 41	 56	 22%	 26%	33%	32%
 CKB Group (Montenegro)	 24	 22	 22%	 17%	40%	43%
 OTP Bank Albania	 20	 19	 20%	 15%	42%	46%
 OTP Bank Moldova	 11	 10	 17%	 15%	53%	56%
 OTP Bank Russia	 137	 202	 45%	 49%	27%	24%

¹ Adjusted.

Consolidated performing loans increased by 15% in 2025, mainly driven by strong retail momentum

Y-o-Y performing (Stage 1+2) LOAN volume changes, adjusted for FX effect













	Cons. 	Core ² (Hungary) 	DSK (Bulgaria) 	OBS (Slovenia) 	OBH (Croatia) 	OBSrb (Serbia) 	Ipoteka (Uzbek.) 	OBU (Ukraine) 	CKB (Monten.) 	OBA (Albania) 	OBM (Moldova) 	OBRu (Russia) 
Y-o-Y nominal change (HUF billion)	3,426	1,114	790	210	213	315	79	88	97	53	39	422
Total	15%	17%	18%	8%	8%	15%	10%	27%	20%	12%	24%	35%
Consumer	18%	11%	11%	9%	14%	19% ✓	19% ✓	76% ✓	20% ✓	25% ✓	31% ✓	36%
Mortgage	19%	21% ✓	30% ✓	3%	13%	11%	18%		17%	16%	23%	
Corporate¹	12%	17% ✓	12%	11%	2%	15%	-17%	27% ✓	20%	9%	23%	-40%
Leasing	11%	11%	12%	8%	11%	10%		9% ✓	80%	0%	12%	

¹ Loans to MSE and corporate clients.

² In the Leasing row the leasing volume change applies to Merkantil Group (Hungarian leasing).

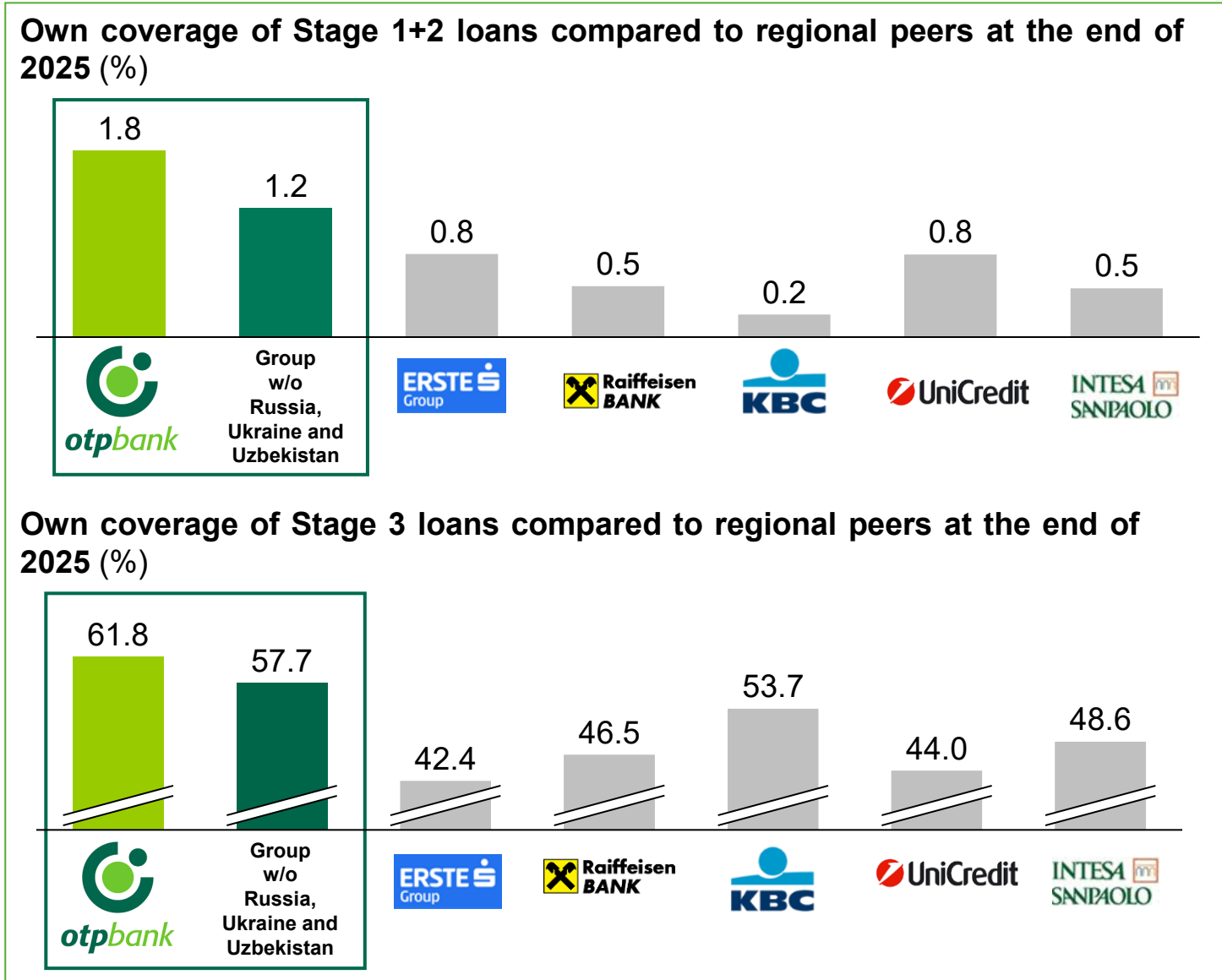
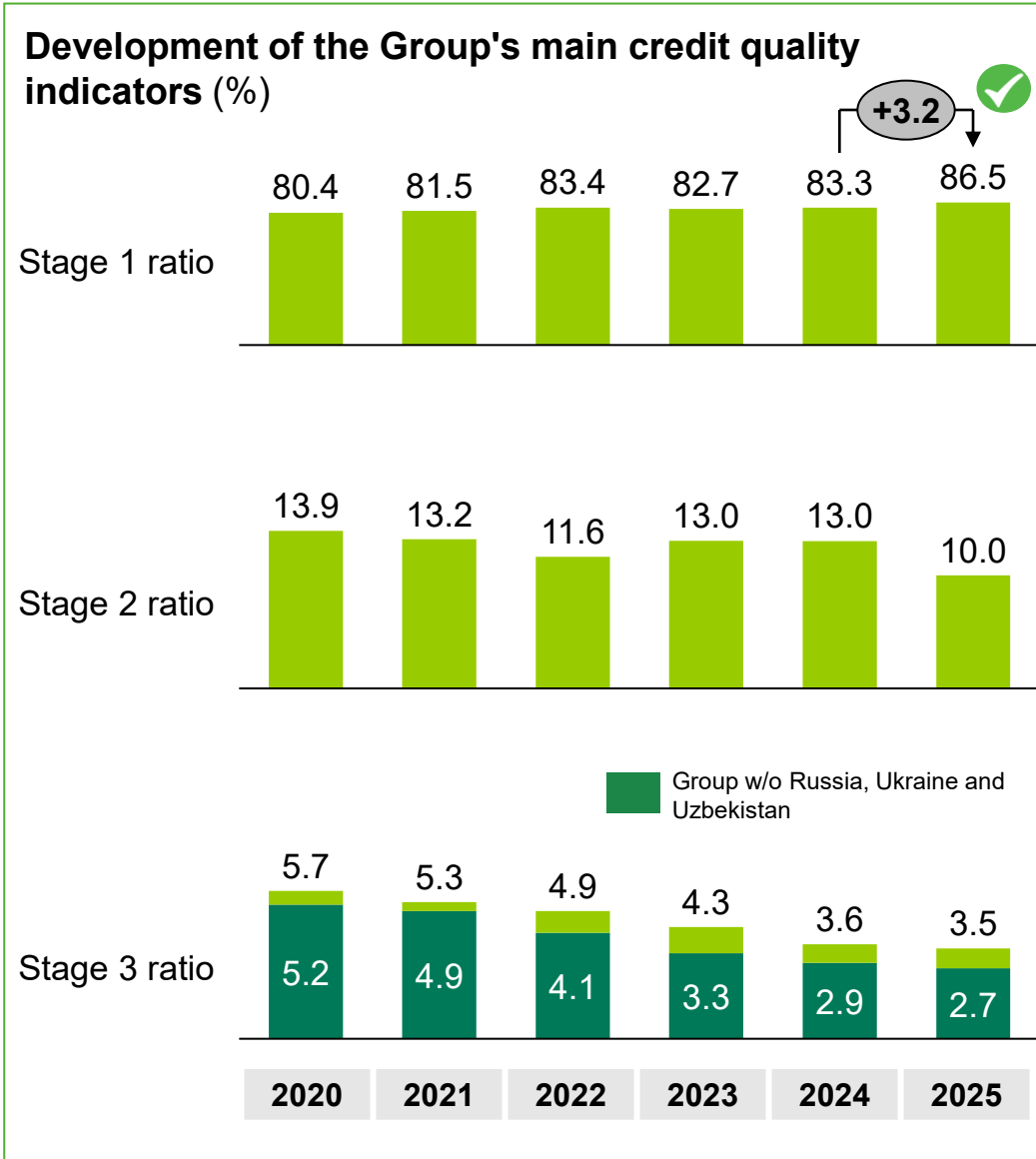
In 2025 consolidated deposits grew by 11%, with strong retail deposit growth rates in Hungary, Serbia, Croatia and Bulgaria

Y-o-Y DEPOSIT volume changes, adjusted for FX-effect

	Cons. 	Core (Hungary) 	DSK (Bulgaria) 	OBS (Slovenia) 	OBH (Croatia) 	OBSrb (Serbia) 	Ipoteka (Uzbek.) 	OBU (Ukraine) 	CKB (Monten.) 	OBA (Albania) 	OBM (Moldova) 	OBRu (Russia) 
Y-o-Y nominal change (HUF billion)	3,351	714	1,208	248	277	80	17	116	34	52	-25	618
Total	11%	7%	21%	6%	11%	4%	4%	16%	6%	9%	-8%	30%
Retail	14%	10% ✓	22% ✓	7%	12% ✓	12% ✓	4%	10%	11%	8%	5%	53%
Corporate¹	7%	3%	17% ✓	1%	10%	-4%	3%	19%	1%	14%	-18%	22%

¹ Including MSE and corporate deposits.

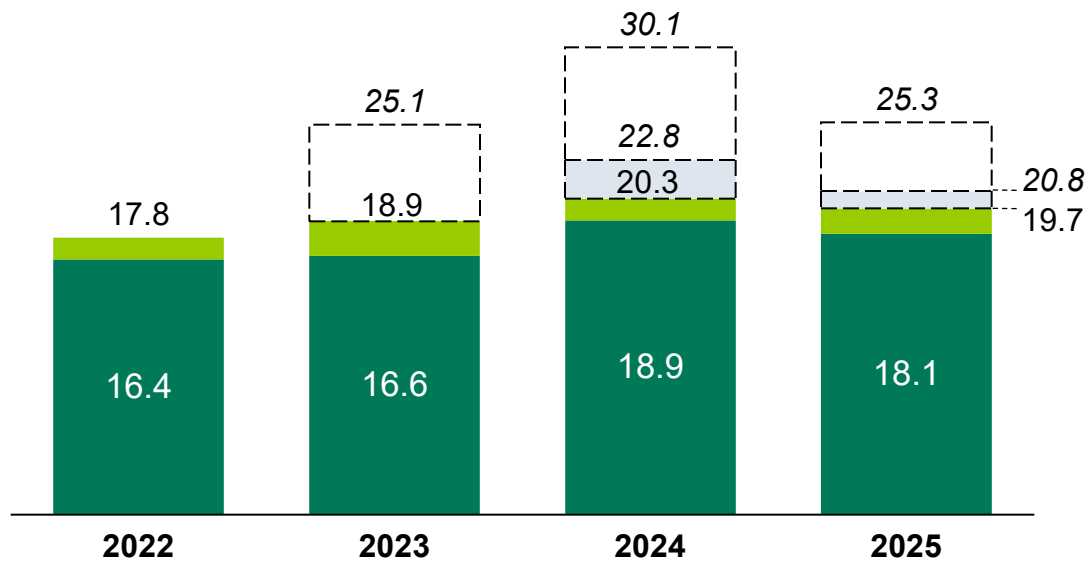
The Stage 3 ratio moderated to 3.5%. Provisioning policy remained conservative compared to regional peers



Source: company reports (estimates in some cases).

At the end of 2025 the CET1 ratio stood at 18.1%, CAR was 19.7%. In 2025 the decline in the CET1 ratio was explained by regulatory changes, as the effect of profit generation somewhat exceeded the capital need of organic growth and return to shareholders

Capital adequacy and MREL ratios¹ (%)

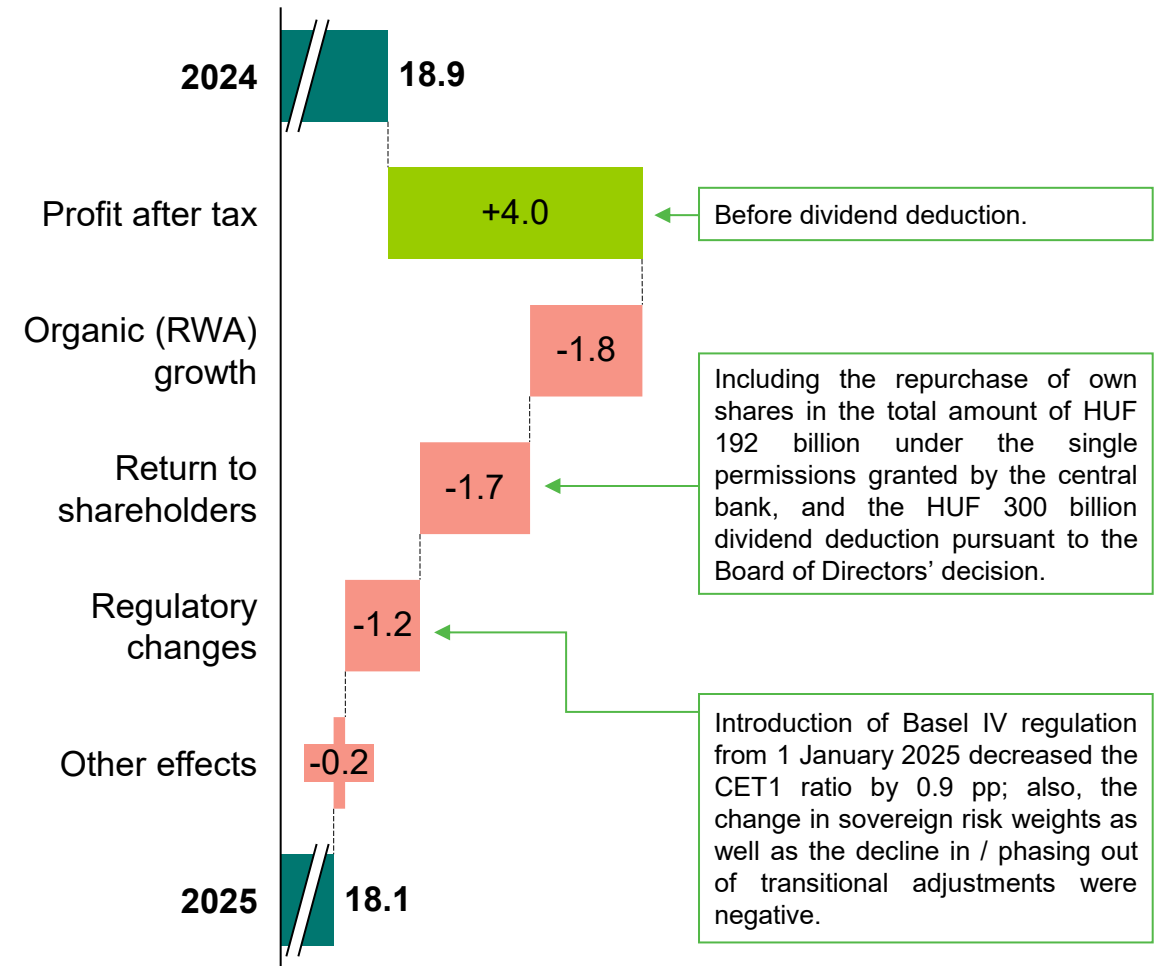


	2025 actual	2025 requirement ²
MREL ratio	25.3	24.1 ³
Subordinated MREL ratio	20.8	19.0 ⁴
CAR	19.7	15.3
Tier 1 ratio	18.1	12.8
CET1 ratio	18.1	11.0

- MREL ratio
- Subordinated MREL ratio
- CAR
- Tier 1 ratio
- CET1 ratio

Decomposition of the y-o-y change in the CET1 ratio

(based on the prudential scope of consolidation, % / changes in percentage points)



¹ Indicators are calculated based on the prudential scope of consolidation. In case of MREL ratio and subordinated MREL ratio, the calculation is based on OTP Bank Resolution Group's figures. In the absence of AT1, the Tier 1 rate is the same as the CET1 rate.

² Excluding Pillar 2 Guidance (P2G). The National Bank of Hungary determined the P2G at 1% from 1 January 2025 on the top of the minimum capital requirements. This should be met with CET1 and does not impact the MREL requirement.

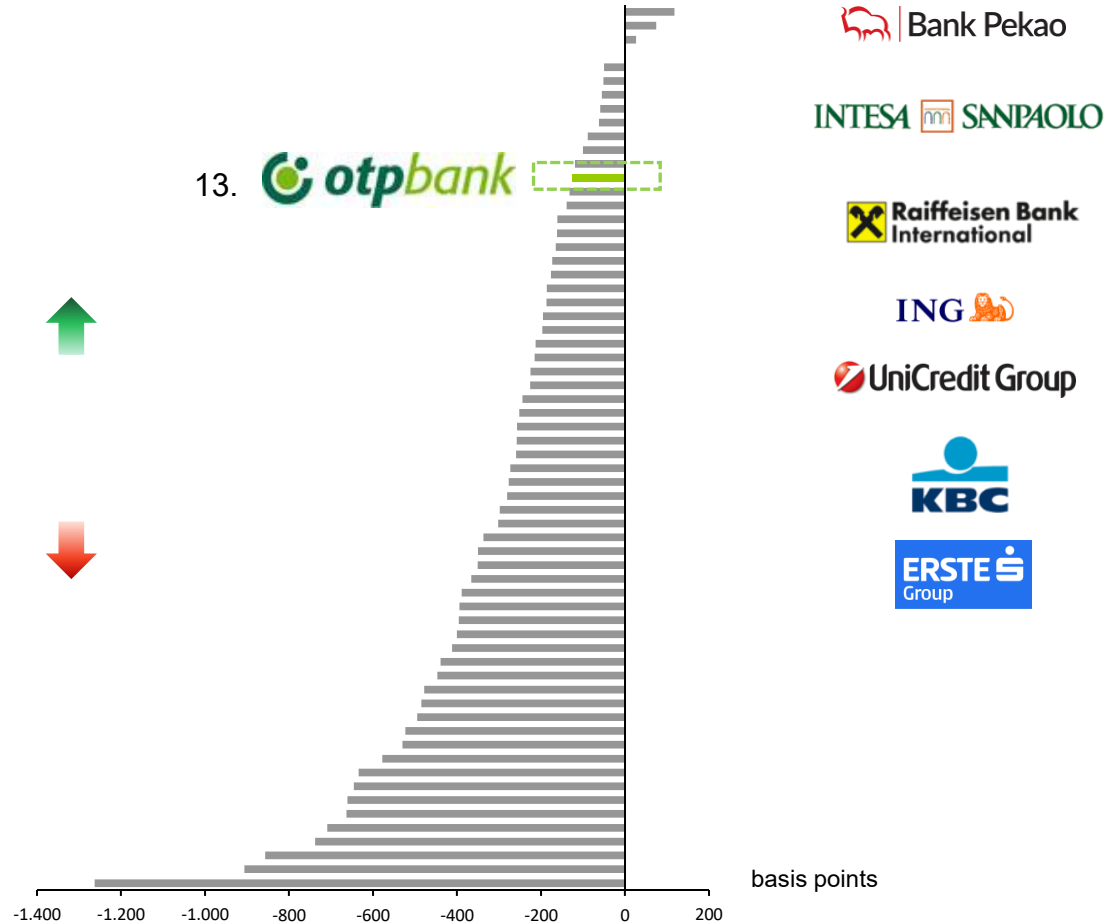
³ The sum of the MREL requirement (18.6% of OTP Bank Resolution Group's RWA from 13 January 2025) and the 5.5% Combined Buffer Requirement (CBR); from 27 March 2026 the sum of the MREL requirement is 18.23%.

⁴ The sum of the minimum level of subordination (13.5% of OTP Bank Resolution Group's RWA) and the CBR.

Out of 64 European banks, OTP Bank achieved the 13th place on the 2025 EBA stress test

OTP Bank once again ranked in the top third in the European Banking Authority's comprehensive stress test

Three-year change in the fully loaded group-level CET1 ratio under the stress scenario:



OTP Bank achieved second place among its direct competitors

Fully loaded group-level CET1 ratios and their decline over the three-year period between 2024 and 2027 under the stress scenario:

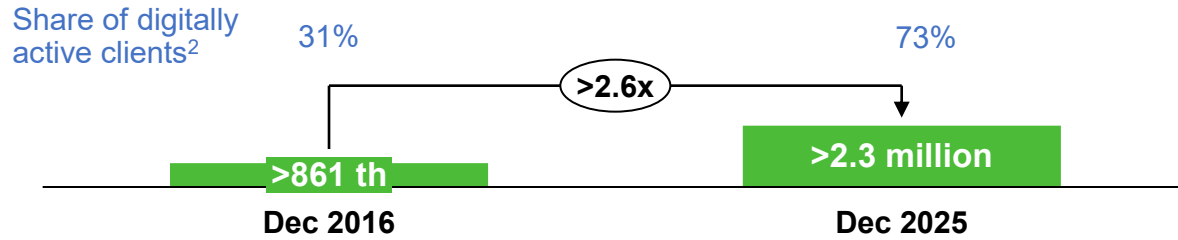
	CET1 ratio at the end of 2027	Ranking	Reduction in CET1 ratio	Ranking
INTESA SANPAOLO	11.8%	37.	-0.62%p	9.
otpbank	16.3%	13.	-1.24%p	13. ✓
Raiffeisen Bank International	15.2%	15.	-1.61%p	16.
UniCredit Group	11.7%	39.	-2.15%p	26.
KBC	11.8%	36.	-2.73%p	34.
ERSTE Group	12.3%	31.	-3.50%p	40.



Comprehensive, technology-focused transformation ensures the Bank's competitiveness

Steadily increasing digital usage with a sharp increase in digital sales rate

Change in the number of digitally active¹ retail clients



Share of end-to-end digitally sold retail products³



Goals of priority projects

Modernizing core systems: faster, more reliable, simpler technological base
Core Banking System and card BO System replacement, payment systems, securities

Transition toward cloud-based operation: more flexibly, more securely and more cost-effectively
Core Banking System, Retail Cloud CRM, Group Corporate CRM

Focused development: Our goal is to successfully deliver the current 15+ high-complexity projects within the next three years and reduce their number to 5-6, thereby enhancing organizational focus and accelerating delivery.

Artificial Intelligence (AI) in the Bank

<p>Regulation and control <i>Internal processes and compliance</i></p>	<p>We created a safe AI environment: we set up the central governance unit, issued relevant bank-level guidelines, and created a unified AI catalog for the registration and control of banking solutions.</p>
<p>Technology <i>Delivery and customer focus</i></p>	<p>We launched the transformation of selected topics with solutions such as automated complaint handling, AI-supported loan application and risk assessment, and intent-recognition-based reduction of customer service time.</p> <p>We introduced AI tools to support everyday work and made Copilot Chat available to all colleagues, which is already actively used by 5,000 colleagues.</p>
<p>Capability development <i>Learning and growth</i></p>	<p>More than 1,500 colleagues have already participated in the Competence Development Program, which prepares colleagues for the challenges of the future through interconnected learning paths with a focus on AI, Data, LCNC and Cloud.</p>

Objectives of the comprehensive transformation

Finding the right focus, with the aim of increasing the share of capacity allocated to strategic initiatives to **above 70%**, while launching fewer developments.

Breakthrough development in performance: over 30% growth in delivering driven by new methodologies, automation, and the introduction of AI.

Radical simplification: goal is to reduce IT architecture **complexity by 25%**.

Cost discipline: redirecting investments towards the highest return and competitive advantage.

¹ Those who log in to the Internet Bank or Mobile Bank at least once a month.

² Compared to primary retail clients.

³ Unweighted, on a piece basis.

⁴ The average of Central European Upper Quartile.

Core Banking System replacement



The implementation of our new core banking solution, which serves as the basis for **the technological transformation necessary for OTP Bank's long-term efficient operation**, began in 2024.

The **technology modernization program is progressing according to original plans**; the new business functions are already available to limited number of clients. (Friends & Family).

By end of 2026 there will be **new functions available for wider range of clients addressing market demands**.

The proven practices of Hungarian and Bulgarian **business and technology transformation program will be gradually shared with other regional subsidiaries**.

The technology transformation will support not only **stable client experience but also cost-effective future operation**.



In Bulgaria, alongside the successful transitions related to the euro introduction and the launch of the new Mobile and Internet Banking solutions, the **new account management solution** developed for the Friends & Family community was also rolled out smoothly, featuring Payments, Current Accounts, Cards, Deposits and Packages functionalities.

Defining and operating group-level synergies

As the OTP Group continues to grow, more synergies can be realized by building on unified frameworks and operating processes. These may include efficiency-enhancing business initiatives or group-level solutions developed to meet regulatory requirements in an effective manner.

From a regulatory perspective, AMLA poses a major challenge, but by leveraging our already operating, high-level Data Management framework, we ensure the fulfillment of **mandatory data reporting** at group level through unified processes and robust IT security.

Secure **cloud usage** has become the foundation of an increasing number of IT solutions, which is why we have established the group-level environment and standardized the setup of local systems.

Advanced data management and cloud technologies also enable the introduction of **AI solutions** to increase the efficiency of business and support processes. The frameworks required for regulatory compliance are likewise unified at group level.

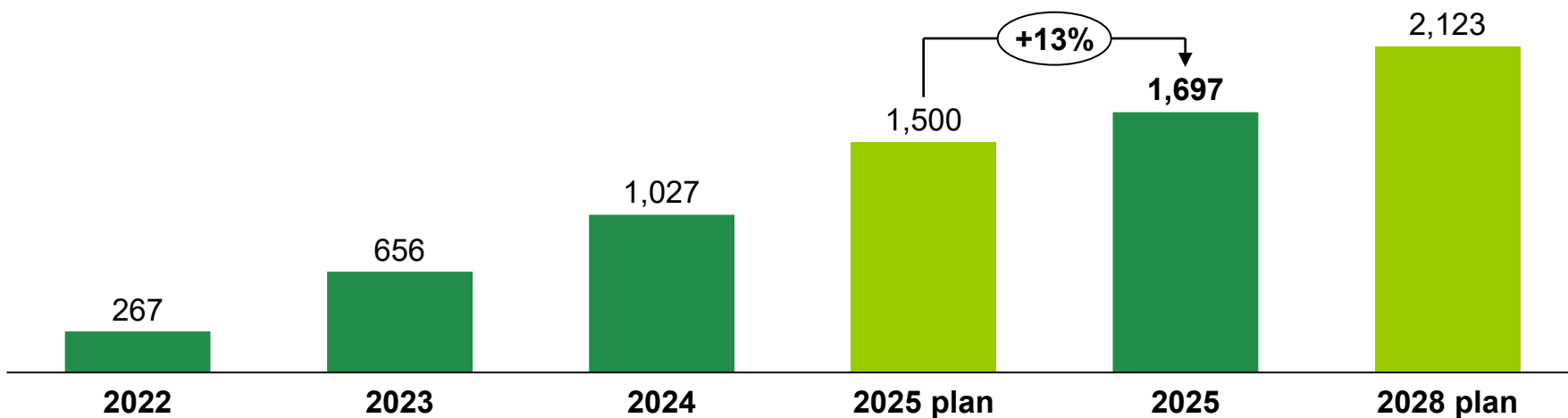
For group-level solutions, IT security is essential, with several **protection systems** – such as the SOC – operating centrally.


Group-level knowledge and capabilities represent significant value; therefore, our group members will be engaged even more actively in **group-wide developments** going forward. Currently, examples include Retail and Corporate CRM, the Call Center, and standardized IB/MB solutions across multiple countries.



As for ESG, the green exposure targets for end-2025 were met. In November 2025 the Bank's ESG rating by MSCI was upgraded from ,BB' to ,A'

Green loan stock¹ (consolidated, HUF billion)



 The primary ESG KPI for the 2021-2025 period has been achieved: green loans hit HUF 1,697 billion by December 2025, 13% higher than the Plan.

OTP Bank's main ESG ratings



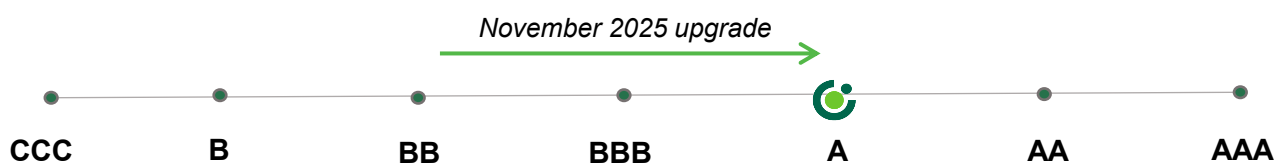
ESG risk rating



17.1



ESG rating














A

¹ According to OTP Group's internal definition for green loans.

OTP Group's outstanding performance has traditionally been recognized by professional organizations



During the 2026 planning, we assume the following macroeconomic scenarios with respect to the group members

	 Hungary					 Bulgaria					 Slovenia					 Croatia				
	2022	2023	2024	2025E	2026F	2022	2023	2024	2025E	2026F	2022	2023	2024	2025E	2026F	2022	2023	2024	2025E	2026F
GDP growth (annual, %)	4.3	-0.8	0.6	0.4	1.8	4.0	1.7	3.4	3.1	2.4	2.7	2.4	1.7	1.1	1.8	7.3	3.8	3.8	3.2	2.3
Unemployment (%)	3.6	4.1	4.5	4.4	4.2	4.2	4.3	4.1	3.5	3.7	4.0	3.7	3.7	3.8	4.0	6.4	6.2	5.1	5.0	4.7
Budget balance (as a % of GDP)	-6.2	-6.8	-5.0	-4.7 ¹	-5.5	-2.8	-3.0	-3.0	-3.0	-3.0	-3.0	-2.6	-0.9	-2.4	-2.8	0.1	-0.8	-1.9	-3.2	-3.0
Inflation (avg., %)	14.5	17.6	3.7	4.4	2.9	15.3	9.6	2.4	4.6	4.9	9.3	7.2	2.0	2.5	2.9	10.7	8.1	3.0	3.7	4.6
Reference rate ² (eop., %)	16.1	10.3	6.5	6.5	6.0	1.4	4.0	3.0	1.8	1.9	2.0	4.0	3.0	2.0	1.9	2.0	4.0	3.0	2.0	1.9
	 Serbia					 Uzbekistan					 Ukraine					 Montenegro				
	2022	2023	2024	2025E	2026F	2022	2023	2024	2025E	2026F	2022	2023	2024	2025E	2026F	2022	2023	2024	2025E	2026F
GDP growth (annual, %)	2.6	3.7	3.9	2.0	2.8	6.1	6.3	6.7	7.7	6.6	-28.8	5.3	2.9	1.8	2.0	7.7	6.5	3.2	2.7	2.6
Unemployment (%)	9.6	9.5	8.5	9.2	8.5	8.9	7.7	6.0	5.0	4.7	21.0	18.2	15.0	12.0	11.3	14.7	13.9	12.3	11.5	10.6
Budget balance (as a % of GDP)	-3.0	-2.1	-2.0	-2.6	-3.4	-3.7	-4.0	-3.2	-2.1	-3.4	-16.1	-20.4	-17.7	-18.3	-17.0	-4.2	0.1	-3.0	-3.9	-4.4
Inflation (avg., %)	12.0	12.4	4.7	3.8	4.2	11.4	10.0	9.6	8.8	7.2	20.2	12.9	6.5	12.7	9.0	13.0	8.5	3.3	3.9	2.8
Reference rate ² (eop., %)	5.0	6.5	5.8	5.8	5.8	15.0	14.0	13.5	14.0	13.5	25.0	15.0	13.5	15.5	15.0	-	-	-	-	-
	 Albania					 Moldova					 Russia									
	2022	2023	2024	2025E	2026F	2022	2023	2024	2025E	2026F	2022	2023	2024	2025E	2026F					
GDP growth (annual, %)	4.8	4.0	4.0	3.7	3.4	-4.6	1.2	0.1	2.4	1.1	-1.4	4.1	4.9	1.0	1.5					
Unemployment (%)	11.3	10.1	9.4	9.3	8.6	3.1	4.6	4.6	3.8	4.1	3.9	3.2	2.5	2.2	2.3					
Budget balance (as a % of GDP)	-3.7	-1.4	-0.7	-2.4	-2.9	-3.3	-5.1	-3.9	-4.0	-5.4	-2.1	-1.8	-1.7	-2.6	-2.0					
Inflation (avg., %)	6.7	4.8	2.2	2.2	3.0	28.7	13.4	4.7	7.8	6.7	13.8	6.0	8.4	8.7	5.5					
Reference rate ² (eop., %)	2.8	3.3	2.8	2.5	2.5	20.0	4.8	3.6	5.0	6.3	7.5	16.0	21.0	16.0	12.0					

Source: OTP Research Department.

¹ Based on preliminary financial data. ² Base rates, except for: Hungary: 3M BUBOR; Croatia and Slovenia: ECB deposit facility rate; Bulgaria: Leonia Plus interbank rate; Albania: 3M Tribor; Moldova: 91 days T-bill.



In 2026 the management doesn't expect a material change in the operating environment, with geopolitical uncertainties persisting.

- FX-adjusted organic performing loan volume growth may be around 15% achieved in 2025.
- The net interest margin may be around 4.34% reached in 2025.
- The cost to income ratio may be somewhat higher than the 41.7% reported in 2025.
- Credit risk profile and risk cost rate may be similar to 2025.
- ROE may be lower than in 2025 (21.6%) due to the expected decrease in leverage.

As for Debt and Capital Markets activity, the Group continues issuing benchmarks-sized MREL-eligible instruments (Senior Preferred and Tier2) and covered bonds by OTP Mortgage Bank.

Disclaimer

This presentation contains statements that are, or may be deemed to be, “forward-looking statements” which are prospective in nature. These forward-looking statements may be identified by the use of forward-looking terminology, or the negative thereof such as “plans”, “expects” or “does not expect”, “is expected”, “continues”, “assumes”, “is subject to”, “budget”, “scheduled”, “estimates”, “aims”, “forecasts”, “risks”, “intends”, “positioned”, “predicts”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words or comparable terminology and phrases or statements that certain actions, events or results “may”, “could”, “should”, “shall”, “would”, “might” or “will” be taken, occur or be achieved. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Forward-looking statements are not based on historical facts, but rather on current predictions, expectations, beliefs, opinions, plans, objectives, goals, intentions and projections about future events, results of operations, prospects, financial condition and discussions of strategy.

By their nature, forward-looking statements involve known and unknown risks and uncertainties, many of which are beyond the control of OTP Bank. Forward-looking statements are not guarantees of future performance and may and often do differ materially from actual results. Neither OTP Bank nor any of its subsidiaries or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this presentation will actually occur. You are cautioned not to place undue reliance on these forward-looking statements which only speak as of the date of this presentation. Other than in accordance with its legal or regulatory obligations, OTP Bank is not under any obligation and OTP Bank and its subsidiaries expressly disclaim any intention, obligation or undertaking to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. This presentation shall not, under any circumstances, create any implication that there has been no change in the business or affairs of OTP Bank since the date of this presentation or that the information contained herein is correct as at any time subsequent to its date.

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Item 1.c. on the Agenda

Proposal for the use of the profit after tax of the parent company and for dividend payment

Presented by: **Dr. Sándor Csányi**

Chairman of the Board of Directors

The Annual General Meeting

establishes the Company balance sheet for the year 2025 with total assets of HUF 19,001,373 million and with a profit after tax of HUF 663,259 million. The profit after tax for the period is allocated as follows: a general reserve of HUF 66,326 million and paying a dividend of HUF 300,000 million from the reporting year's profit for the year 2025.

The dividend rate per share is HUF 1,071.43 for the year 2025, i.e. 1,071.43% of the share face value. The actual dividend rate paid to shareholders shall be calculated and paid based on the Company's Articles of Association, so the Company distributes the dividends for its own shares among the shareholders entitled for dividends. The dividends shall be paid from 1st of June 2026 in accordance with the policy determined in the Articles of Association.

Items 1.e. and 1.f. on the Agenda

Report of the Supervisory Board and the Audit Committee on the 2025 annual financial statements, the proposal regarding the use of profit after tax, and the results of the Audit Committee's activities aimed at providing assurance on the sustainability report

Presented by: **Tibor Tolnay**

Chairman of the Supervisory Board

Deputy Chairman of the Audit Committee

Tasks of the Supervisory Board in connection with the 2026 Annual General Meeting

Compliance with the obligations prescribed in the Act on Credit Institutions and Financial Enterprises, as well as in the Act on the Civil Code and in the Committees' own rules of procedure

- Examination of significant business policy reports
- Examination of all proposals relating to matters that fall within the exclusive competence of the supreme decision-making body
- Review of the contents of the separate Annual Financial Statements and the consolidated Annual Financial Statements, and listening the independent auditor's briefing together with the Audit Committee
- Evaluation of the activities of the executive officers in the past business year
- Proposal, with the involvement of the Audit Committee, regarding the appointment and remuneration of the independent auditor to be selected

Findings of the Supervisory Board and the Audit Committee

- The non-consolidated financial statements prepared in accordance with International Financial Reporting Standards
The Bank has compiled its separate annual financial statements in line with the provisions of International Financial Reporting Standards as also adopted by the European Union.
- The consolidated financial statements prepared in accordance with International Financial Reporting Standards
The Bank has prepared its consolidated financial statements in line with International Financial Reporting Standards as also adopted by the European Union.

Approval of financial statements and proposals

With the concurrence of the Audit Committee, the Supervisory Board of OTP Bank Plc. proposes that, in respect of the 2025 business year,

- the non-consolidated financial statements prepared in accordance with International Financial Reporting Standards showing a balance sheet total of **HUF 19,001,373 million**
 - the consolidated annual financial statements prepared in accordance with International Financial Reporting Standards showing a balance sheet total of **HUF 45,427,144 million**
 - the non-consolidated profit after tax in accordance with International Financial Reporting Standards in an amount of **HUF 663,259 million**
- be approved.

The Supervisory Board and the Audit Committee accepts the Management report of the Board of Directors.

Proposal regarding the use of the profit after tax

Proposal of the Supervisory Board and the Audit Committee of OTP Bank Plc. regarding the use of the profit after tax

The Supervisory Board and the Audit Committee agree with the proposal of the Board of Directors that the parent company shall set aside a general reserve of HUF 66,326 million from the profit after tax of HUF 663,259 million for 2025, and to pay a dividend of HUF 300,000 million from the profit for the reporting year.

In this way, the **extent of the dividend** is HUF **1,071.43 per share**; that is, 1,071.43% of the nominal value of the shares for 2025. The actual calculation and payment of the dividend to the individual shareholders will take place in accordance with the Company's Articles of Association. There are no obstacles to the payment of dividends to shareholders, as the Bank meets the capital and liquidity requirements set by the Hungarian National Bank.

Findings of the Audit Committee of OTP Bank Plc.

- The independence of the auditor providing the assurance on the sustainability report was ensured.
- The auditor covered all the necessary audit aspects regarding the sustainability report. The auditor acted in accordance with the applicable legal requirements when providing the assurance report.
- The audit report on the sustainability report issued by the auditor as well as the compliance statement regarding the accounts and management report serving as the basis for the reports, certifies that the Company conducted its activities in accordance with the contents of the sustainability report during the 2025 business year.

Item 1.g. on the Agenda

Results of the Independent Auditor's Report for the year ended 2025 and the results of the assurance report of the 2025 sustainability report

Presented by: **Zsolt Kónya**
auditor

ANNUAL GENERAL MEETING

Translation of the Hungarian presentation

17 April 2026

Resolution proposal

Resolution proposal No. 1/2026

The Annual General Meeting accepts the Board of Directors' Report on the Company's financial activity for the year ended 2025, furthermore with full knowledge of the Independent Auditor's Report, the Audit Committee's Report and the Supervisory Board's Report, it accepts the proposal on the Company's separate financial statements and the consolidated financial statements in accordance with the International Financial Reporting Standards for the year ended 2025, and the proposal for the allocation of the profit after tax of the parent company.

The Annual General Meeting establishes the Company balance sheet for the year 2025 with total assets of HUF 19,001,373 million and with a profit after tax of HUF 663,259 million. The profit after tax for the period is allocated as follows: a general reserve of HUF 66,326 million and paying a dividend of HUF 300,000 million from the reporting year's profit for the year 2025.

The dividend rate per share is HUF 1,071.43 for the year 2025, i.e. 1,071.43% of the share face value. The actual dividend rate paid to shareholders shall be calculated and paid based on the Company's Articles of Association, so the Company distributes the dividends for its own shares among the shareholders entitled for dividends. The dividends shall be paid from 1st of June 2026 in accordance with the policy determined in the Articles of Association.

The Annual General Meeting determines the Company's consolidated balance sheet with total assets of HUF 45,427,144 million, and with profit after tax from continuing operations of HUF 1,146,325 million. The profit after income tax from discounted operations is HUF 0 million and the profit after income tax from continuing and discontinuing operations is HUF 1,146,325 million. From this amount attributable to non-controlling interest is HUF 5,627 million and attributable to owners of the Company is HUF 1,140,698 million.

Item 2 on the Agenda

Approval of the Corporate Governance Report for the year 2025

Presented by: **dr. Bálint Csere**
Managing Director

Objectives:

- to promote transparent and effective market operation
- to support compliance with the written statutory provisions and unwritten business ethical rules
- to harmonize the interests of stakeholders

Effective responsible corporate government promotes:

- growth in the company's value
- successful representation of stakeholders' interests and rights

Expectation of the financial supervisory authority (MNB):

Compliance with all MNB recommendations, so for example:

Compliance with MNB Recommendation No. 12/2022 (VIII.11.) on the establishment and operation of internal lines of defense, and on the governance and control functions of financial organizations;

Compliance with MNB Recommendation No. 5/2023 (VI.23.) on the prevention, detection and management of observable abuses through payment services;

Compliance with MNB Recommendation No. 10/2022. (VIII.2.) on climate-related and environmental risks and the integration of environmental sustainability considerations into the activities of credit institutions;

Given the legal nature of the recommendations, non-compliance does not constitute a breach of law; deviations from a recommendation are permissible if duly justified, and such justification must be provided in a transparent manner.

Expectation of the Budapest Stock Exchange (BSE):

Compliance with the Corporate Governance Recommendations – „comply or explain” principle is applicable.

Group governance

Matrix governance, ownership and domain governance

Group members*	Number	Number of employees**
OTP Bank Plc.	1	10,819.08
Domestic subsidiaries	25	1,654.98
Foreign subsidiary banks	10	27,338.54
Other foreign subsidiaries	22	1,034.22
Total *	58	40,846.81

* Companies under consolidated supervision according to Hpt.

** 31.12.2025 closing headcount in FTE

Board and committee meetings in the Bank:

BOARD, COMMITTEE	NUMBER OF MEETINGS	NUMBER OF VOTINGS IN WRITING	NUMBER OF DECISIONS TAKEN
Board of Directors	7	45	346
Supervisory Board	7	36	204
Audit Committee	2	19	39
Management Committee	7	25	197
Other	229	230	3,568
TOTAL	279	348	4,351

Policy of diversity

- The Bank determines the criteria for the selection of senior executives in accordance with EU as well as domestic regulations
- Beside the professional preparation, the high-level human and leadership competence and the widespread business experience the ensurance of diversity is also a top priority
- The Bank's Nomination Committee in 2021 approved its strategy on creating gender equality, which amongst others contains the criteria that both the Board of Directors, both the Supervisory board should have at least one-woman member
- Nevertheless, the Bank being a public limited company, the selection of the members of the management bodies falls within the exclusive competence of the General Meeting upon which the Bank has no substantive influence
- Among the management bodies, the Board of Directors has one female member, while the Supervisory Board has two female members
- Among the middle management of the Bank 44% are women, 56% are men (as on 31.12.2025)
- In Hungary, there is currently no legislation governing the gender composition of governing bodies

Internal control system

- **Internal audit**
 - 251 closed audit engagements
 - 1,763 recommendations with an acceptance rate of 99.8%
 - 29% of the findings identified during the audits were classified as high risk, 54% as medium risk, and 17% as low risk
 - in 90 cases, the closed audits involved a member company of the OTP Group
- **Risk management**
 - 803,635 retail credit decisions
 - 37,792 corporate credit decisions
 - 49% of retail credit approvals via online channel
 - 57.5% of corporate decisions in standard process

Internal control system

- **Compliance**

- integrity: 314 conflict-of-interest inquiries; 244 ethics reports, of which 50 ethics proceedings, establishing ethics offense in 10 cases
- data protection: 18 data protection authority inquiries
- consumer protection: 9 investigations, 99 supervisory inquiries
- capital markets compliance: the number of monitoring system alerts increased by 6.28% compared to 2024
- sanctions and sensitive transactions: based on hits generated by real-time sanctions screening, 30% more decisions were made compared to 2024

- **Bank security**

- 14,054 completed bank security investigations, 728 criminal complaints filed
- the ratio of card fraud to total transaction volume was 0.0120% (European average 0.0438%)
- the number of Distributed Denial-of-Service (DDoS) attacks targeting OTP Bank's infrastructure was 26
- losses due to phishing amounted to HUF 3.54 billion (representing a 51.32% decrease compared to 2024), prevented customer losses reached HUF 2.93 billion.
- there was no data loss due to a security incident at the Bank in 2025.

Transparent business operation

- **Continuous social control** (regular and extraordinary reporting obligations as a public issuer of securities)
- **Active participation in the work of advocacy organizations** (e.g. working groups of the Banking Association)
- **Close cooperation with the supervisory authorities**
 - Consumer protection
 - 196 Financial Arbitration Board (FAB) proceedings were initiated against Hungarian members of the OTP Group. In the case of closed procedures, the FAB issued 1 obligation, 60 cases were settled and in 135 cases the proceedings were terminated.
 - In 98 cases, consumer protection supervisory proceedings were initiated against the Hungarian members of the OTP Group, of which 25 resulted in fines, while in 73 cases – due to the absence of any legal violation – neither fines nor any measures were imposed.
 - Number of justified complaints in the Hungarian members of the OTP Banking Group: 83,335 approximately 1 justified complaint per 42,015* customer interactions.

* total number of customer interactions: 3,501,283,433

Sustainability and responsibility for our society and environment

Through our pioneering developments, conscious and ethical operations and exemplary partnerships, we are committed to a sustainable future and responsibility for our economic, social and environmental impacts.

We focus on providing ethical, customer-centric services and advancing environmental and social sustainability. Clear communication, improving financial literacy and supporting conscious and secure banking are key priorities for us.

Financial literacy

- With our **financial awareness solutions** and educational campaigns, we support responsible financial decision-making.
- Through a comprehensive strategy and **clear communication on online financial risks**, we strengthen our customers' **digital financial awareness** and their resilience **against cyberthreats**.

Customer-centric approach

- Our **personalized** digital and physical **services** are guided by our commitment to **simple and secure everyday banking**.
- Leading branch and digital **accessibility**
- With our **Mobile Branches**, we provide access to banking services at 24 locations across the country

Green Bank

- Reducing GHG emissions by **expanding** our **green lending portfolio**, supporting electromobility, and financing energy-efficient buildings.
- **Environmentally conscious office building** (M12) – LEED Gold certified, featuring energy-efficient solutions and green spaces.
- **OTP Green Forest** – in cooperation with Pilisi Parkerdő, a nature-conservation development and climate-adaptation-focused forest restoration initiative

In Partnership for Society

The OTP Bank, as one of Hungary’s largest donors, contributes not only financially but also actively to social well-being, community development, and sustainable operations. Beyond providing monetary support, **we collaborate with** civil and professional **partners** to launch programs that foster **genuine community dialogue** and **create real value**. Our activities aim **to promote equal opportunities, support culture and sports, and encourage a conscious, healthy lifestyle**. Key focus areas include **improving financial awareness, preventing fraud, and enhancing accessibility**.

Use of Support Funds

- A significant portion of our support funds is dedicated to the development of the Fáy Foundation and to maintaining and continuously improving the OK Educational and Innovation Center.
- In 2025, **72,872 students participated** in the free training programs offered by the **OTP Fáy Foundation**.
- In 2025, we provided a total of **HUF 3.85 billion** in financial support.

Micro-donation Program

- Our goal is **to strengthen the culture of giving and financial awareness**, while activating our customers to participate.
- We **provide funding opportunities** for non-profit organizations and foundations to help them achieve their goals.
- In 2025, **HUF 437 million** was donated to 18 organizations.
- Since 2021, more than **HUF 1.5 billion** has been donated to support 50 causes.

Volunteering

- The OTP Local Value Volunteer Grant Program has long been an important part of our bank’s community life. **We support local communities in achieving their goals through active volunteer work**.
- In 2025, **33** enthusiastic volunteer teams with **529 volunteers** assisted nearly **3,973 people in need**.
- In 2025, **1,706** of our **employees** donated blood on **3,684 occasions**.

BSE Recommendations (due diligence):

Year	2009	2010	2011	2012	2013	2014	2015-2016	2017	2018-2019	2020-2025
Number of recommendations:	140	140	140	151	151	151	151	151	85	72
Number of yes:	109	110	108	117	118	127	128	130	85	72

ANNUAL GENERAL MEETING

Translation of the Hungarian presentation

17 April 2026

Resolution proposal

Resolution proposal No. 2/2026

The Annual General Meeting approves OTP Bank Plc.'s 2025 Report on Corporate Governance.

Item 3 on the Agenda

Evaluation of the activity of the executive officers performed in the past business year; decision on the granting of discharge of liability

Presented by:

Tibor Tolnay

Chairman of the Supervisory Board

Deputy Chairman of the Audit Committee

Evaluation of the activity of the Board of Directors of OTP Bank Plc. in 2025

The Board of Directors of OTP Bank Plc.

- Met regularly in accordance with its annual work plan
- Continuously monitored
 - the development of the Bank's business results, the Bank Group's financial position and its business activity on the basis of the reports requested from the management and the interim reports approved by the auditor,
 - compliance with the statutory regulations and recommendations applicable to the Bank's activity,
 - current issues concerning the operation of the Bank and the Bank Group.
- Passed resolutions and decisions, and held persons accountable for their implementation
- Prepared for presentation to the General Meeting
 - the Bank's annual financial statements and consolidated annual financial statements,
 - its Corporate Governance Report.
- Complied with
 - its obligation to publish information that is to be disclosed to the public,
 - the provisions of the Budapest Stock Exchange's Corporate Governance Recommendations.
- Ensured
 - a high-level corporate governance system that meets domestic and international requirements
 - the Bank's internal control functions complied with strict requirements.

Proposal on the granting of discharge from personal liability

The effective operation of the Board of Directors is evidenced by the data and performance indicators of the last business year, as well as by the awards and recognitions won in Hungarian and international competitions.

The Supervisory Board of OTP Bank Plc. considers that in 2025 business year the Bank's Board of Directors fulfilled its duties prescribed in the relevant statutory provisions and in the Articles of Association of OTP Bank Plc.

The Supervisory Board, based on the assessment, recommends that by granting discharge from personal liability the General Meeting certify that during the assessed period the executive officers performed their work in accordance with the interests of the Company and the expectations of the shareholders and with a view to preserving shareholder value.

ANNUAL GENERAL MEETING

Translation of the Hungarian presentation

17 April 2026

Resolution proposal

Resolution proposal No. 3/2026

The Annual General Meeting, based on the request of the Board of Directors of the Company, has evaluated the activities of the executive officers in the 2025 business year and certifies that the executive officers gave priority to the interests of the Company when performing their activities during the business year, therefore, grants the discharge of liability determining the appropriateness of the management activities of the executive officers in the business year 2025.

Item 4 on the Agenda

Election of the Company's audit firm, the determination of the audit remuneration and determination of the substantial content of the contract to be concluded with the Auditor

Presented by:

Tibor Tolnay

Chairman of the Supervisory Board

Deputy Chairman of the Audit Committee

Proposal for the election of the Company's statutory auditor and audit firms, as well as for the election of the auditor and audit firms responsible for providing assurance on the sustainability report for the 2026 financial year

Auditing company

Ernst & Young Ltd. (001165)
H-1132 Budapest, Váci út 20.

Individual auditor

Zsolt Kónya
(007383) registered auditor

In the event any circumstance should arise which ultimately precludes the activities of as appointed auditor in this capacity:

Zsuzsanna Szépfalvi
(005313) registered auditor

Setting the remuneration

The total fee of auditing for the audit of the separate and consolidated annual financial statements for the year 2026, prepared in accordance with International Financial Reporting Standards

EUR 777,750 + VAT

From this:

Audit fee of the separate annual financial statements: *EUR 457,500 + VAT*

Audit fee of the consolidated annual financial statements: *EUR 320,250 + VAT*

ANNUAL GENERAL MEETING

Translation of the Hungarian presentation

17 April 2026

Resolution proposal

Resolution proposal No. 4/1/2026

Concerning the audit of OTP Bank Plc.'s separate and consolidated annual financial statements in accordance with International Financial Reporting Standards for the year 2025, the Annual General Meeting is electing Ernst & Young Ltd. (001165, H-1132 Budapest, Váci út 20.) as the Company's auditor from 1 May 2025 until 30 April 2026.

The Annual General Meeting approves the nomination of Zsolt Kónya (No. 007383 chartered auditor) as the person responsible for auditing. In case any circumstance should arise which ultimately precludes the activities of Zsolt Kónya as appointed auditor in this capacity, the Annual General Meeting proposes the appointment of Zsuzsanna Szépfalvi (No. 005313 chartered auditor) to be the individual in charge of auditing.

The Annual General Meeting establishes the total amount of EUR 777,750 + VAT as the Auditor's remuneration for the audit of the separate and consolidated annual financial statements for the year 2025, prepared in accordance with International Financial Reporting Standards. Out of total remuneration, EUR 457,500 + VAT shall be paid in consideration of the audit of the separate annual accounts and EUR 320,250 + VAT shall be the fee payable for the audit of the consolidated annual accounts.

Resolution proposal No. 4/2/2026

The Annual General Meeting is electing Ernst & Young Ltd. (001165, H-1132 Budapest, Váci út 20.) for the audit of the Company's sustainability report for the 2026 business year to provide assurance at the general meeting approving the report for the 2026 business year, but no later than 30 April 2027. The Annual General Meeting approves the nomination of Zsolt Kónya (No. 007383 chartered auditor), as the auditor responsible for the audit of the sustainability report, and in the event of unavoidable impediment, to appoint Zsuzsanna Szépfalvi (No. 005313 chartered auditor), as the auditor responsible for the audit.

Item 5 on the Agenda

Proposal on the group-level remuneration guidelines of OTP Bank Plc.

Presented by: **Dr. József Vörös**

Chairman of the Remuneration Committee

Application of the Remuneration Guidelines at the Banking Group, parties involved in controlling the Remuneration Policy

- The Remuneration Policy is an essential element of the corporate governance system.
- The Remuneration Guidelines defining the operation of the Remuneration Policy are approved by the General Meeting of OTP Bank Plc on a consultative basis.
- OTP Bank Plc., as the controlling credit institution, provides for the operation of the Remuneration Policy at group level. Pursuant to the relevant provisions of the Credit Institutions Act, determining the personnel scope of the remuneration policy is the task and responsibility of the credit institution.

Remuneration Policy governance structure

Remuneration Committee

- Supporting the work of the Supervisory Board of OTP Bank Plc. in matters regarding remuneration policy.
- Its task is to draw up recommendations and suggestions in order to develop, operate and control the Banking Group’s comprehensive remuneration policy.

Risk Assumption and Risk Management Committee

- Its task is to examine the established remuneration system from the point of view of the credit institution's risks, capital and liquidity situation, and the probability and schedule of income.
- In connection with the operation of the remuneration policy, the identification of managers who have a significant influence on the risk profile and the supervision of the exemption procedure.

Supervisory Board

- Issuance of the Banking Group’s Remuneration Policy.
- Approval of the guidelines relevant to the remuneration structure.
- Establishing the institutional and personnel scope, the fixed and variable remuneration rates. The institutional scope covers all companies under consolidated supervision of the Banking Group.
- Approval of the basic criteria for the performance measurement system and performance evaluation, and of the target value for the key performance assessment indicator (RORAC+) for the assessed year.
- Determination of the amount available for performance-based remuneration within the Banking Group.
- Determination of the conditions for share-based benefits.
- Ex-post risk assessments, determination of eligibility for deferred instalments.

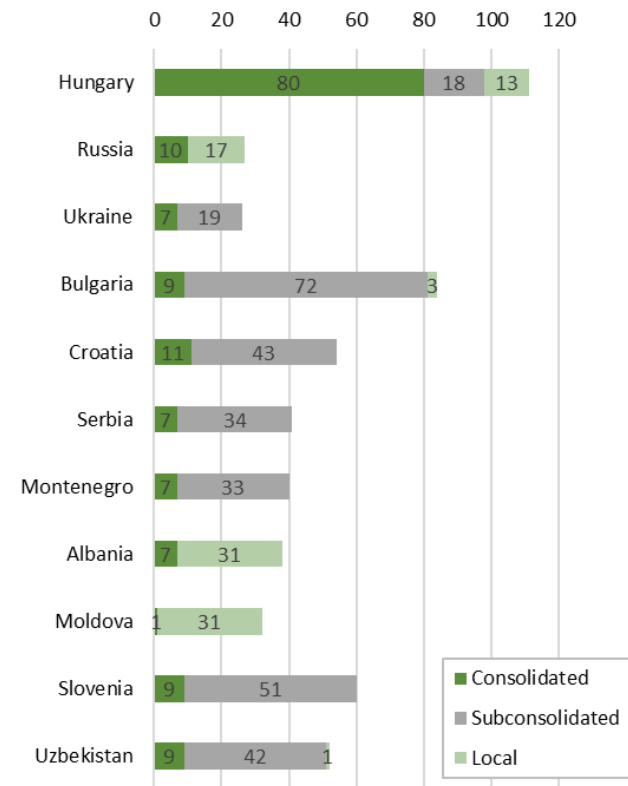
Legislative background:

- ✓ CRD V/CRR (Capital Requirements Directive / Regulation)
- ✓ Credit Institutions Act (Act CCXXXVII of 2013)

- ✓ Regulatory Technical Standards (EU Regulation 2021/923)
- ✓ EBA/GL/2021/04 Guidelines on sound remuneration policies
- ✓ MNB Recommendation 4/2022 (IV.8) on remuneration policy

Currently 565 employees fall under the personnel scope at the OTP Group

The Bank's Supervisory Board resolves on the persons covered by the Banking Group's Remuneration Policy based on the qualitative and quantitative criteria defined by the RTS (EU Regulation 2021/923).



From the identified 565 positions in the Group for 2026

- 157 were identified on consolidated,
- 312 on sub-consolidated, and another
- 96 on local level.

After defining the personnel scope in February, the Bank reviews it several times a year, taking into account the organizational changes.

Basic principles regarding the remuneration structure, performance-based remuneration ratio

Ensuring short- and medium-term profit orientation

Ensuring professional recognition

Ensuring long-term commitment

Coordinating management and shareholder interests

Prudent fixed-moving ratio

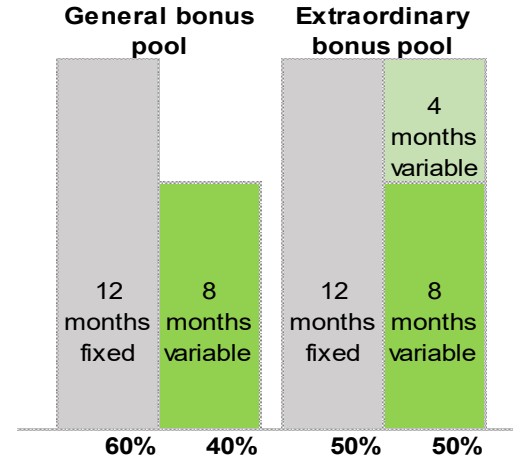
Competitive compensation

Remuneration in line with market trends

The members of the Board of Directors and the Supervisory Board receive a fixed amount of honorarium in their capacity, they do not receive performance-based remuneration. The remuneration of additional personnel covered by the remuneration policy consists of basic remuneration and performance-based remuneration. The basic remuneration cannot depend on the performance of the beneficiaries or on the employer's discretionary decision.

Factors determining the ratio of basic remuneration and performance-based remuneration:

- Function, size, complexity and position of the controlled unit within the institution
- The **general bonus pool** is the maximum amount that can be spent on performance-based remuneration with regard to the evaluated year, taking into account the performance of the Banking Group.
- The **extraordinary bonus pool** may only be opened on the basis of **extraordinary business performance**, with a decision of the Supervisory Board, for both OTP Bank and its subsidiary banks separately, taking into account the profitability of the previous business year. The maximum amount of bonus available under the **extraordinary bonus pool may not exceed 50% of the performance-based remuneration determined under the general bonus pool**, and **the ratio of the performance-based remuneration may not exceed 100 percent of the basic remuneration** even if the general bonus pool and the extraordinary bonus pool are both established.
- In the case of exceptional individual performance, some managers may receive additional payments not only when the extraordinary bonus pool is opened, but also by redistributing the performance-based remuneration between employees within the general bonus pool. However, in this case, the amount of the annual performance-based remuneration may not exceed 100% of the annual basic remuneration for any manager , i.e. 12 months.

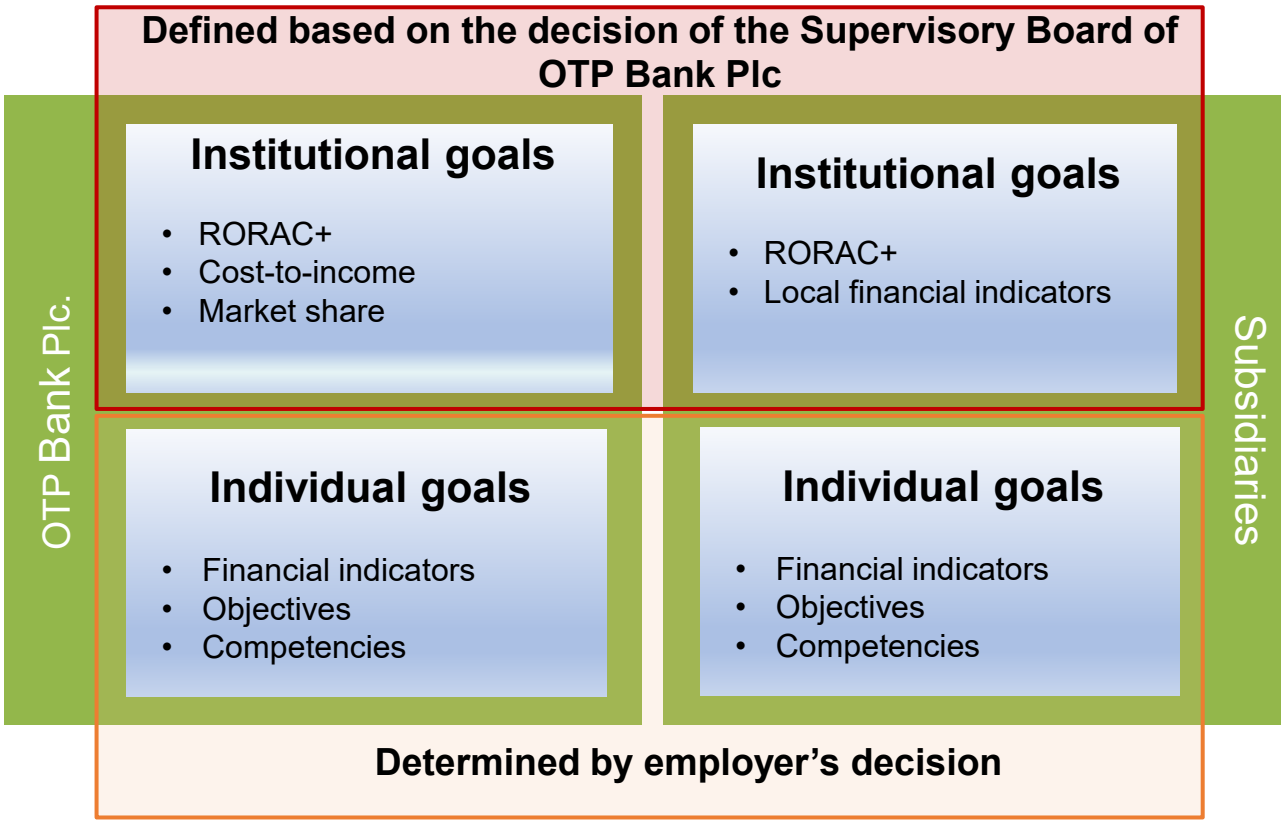


		Levels							
		1st level		2nd level		3rd level		4th level	
		min.	max.	min.	max.	min.	max.	min.	max.
Institution	Business	30%	40%	20%	40%	11%	40%	0%	25%
	Support	-	-	20%	40%	0%	34%	0%	25%
	Control	-	-	20%	34%	0%	34%	0%	25%
Non-institution		14%	40%	7%	40%	0%	30%	-	-

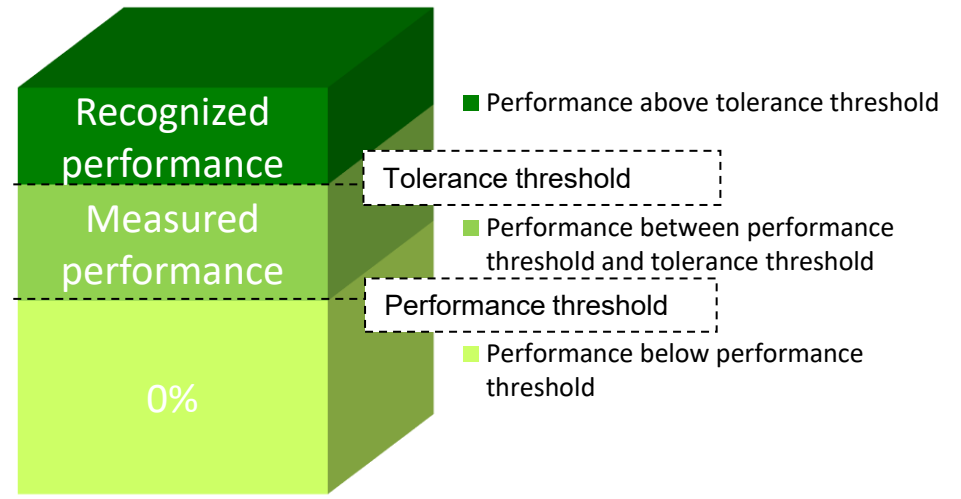
Due to the characteristics of the labor market and to retain key employees, the Supervisory Board may, if justified, temporarily deviate from these bands.

The method of performance assessment, the performance threshold and the tolerance threshold

RORAC+: The ratio of return on equity (ROE) to expected return (ER). The target values are determined by the Bank's Supervisory Board on the basis of the latest annual financial plan. It is applied in respect of the entire assessed business year, in the case of domestic and foreign credit institutions belonging to the consolidation circle at consolidated level.



Evaluation of financial performance indicators:



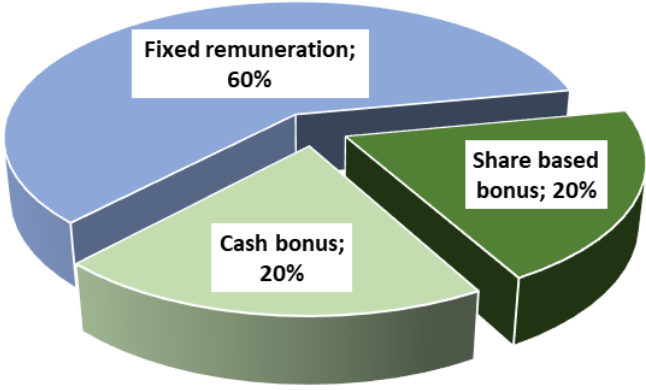
Financial indicators are assessed according to two thresholds (performance threshold, tolerance threshold).

Fulfillment of a given goal **below the performance threshold** means **0%** fulfillment, in which case the employee is not entitled to performance-based remuneration.

Performance **between the performance threshold and the tolerance threshold** means the actual evaluation of the indicator, in which case the employee is entitled to performance-based remuneration based on the **measured performance**.

In the case of **performance above the tolerance threshold**, in addition to the measured performance, **subjective considerations** may be taken into account in determining the value of the indicator between the tolerance threshold and 100%, acknowledging the actual effort of the employee to achieve the particular numerical goal.

Instruments of performance-based remuneration I.



The maximum ratio of performance-based remuneration – 40% – and its distribution with the application of the general bonus pool

Form of remuneration	Deferral rate	Period of the deferral
Cash (50%) and OTP shares or virtual shares (50%)	40% - 60% (60% for OTP Bank Plc. Management Board)	min. 4 years (5 years for OTP Bank Plc. Management Board)

- The conditions applicable to the award are determined by the Supervisory Board of OTP Bank in respect of both the non-deferred and deferred instalments. The determined conditions always consider the local laws applicable in the country of the subsidiaries.
- OTP Bank Plc.’s Supervisory Board is entitled to make decisions on the proportionate application of the rules set out in the remuneration guidelines in respect of the settlement of the performance-based remuneration of identified staff – with certain exceptions – whose annual performance-based remuneration does not exceed HUF 17.5 million and whose performance-based remuneration within total remuneration for the year represents a ratio of maximum 33.33%, and for identified employees of institutions that are not significant institutions. In the case of proportional application, deferral and share-based payment rules may be waived.

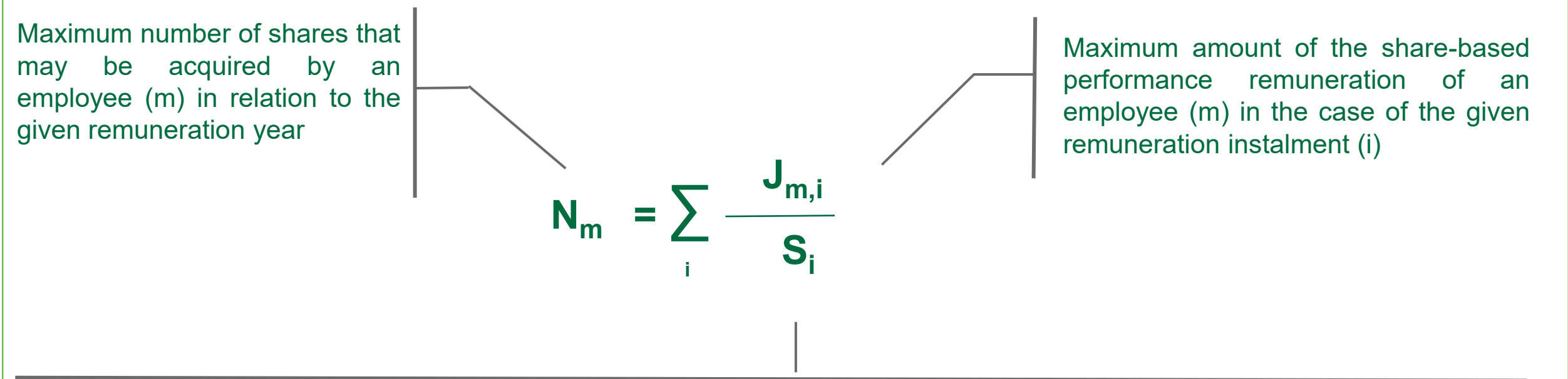
Instruments of performance-based remuneration II.



In the case of share-based remuneration:

- The persons identified on consolidated level may choose between the preferentially priced share award and the remuneration converted into shares option. The persons identified on sub-consolidated or local level are awarded remuneration converted into shares.
- In Hungary, all employees receive OTP ordinary shares as a share award.
- Since 2021, virtual shares have been used in all foreign subsidiaries.
- When applying virtual shares, the persons concerned receive in cash the equivalent (market) value of the shares that they would have received, subject to the rules on deferral.

Conditions of the share-based award



Value of the share award in relation to the given remuneration instalment (i):

- to be established by the Supervisory Board within 10 days prior to the settlement of the performance-based remuneration;
- the share prices of the instalments related to a given remuneration year (short-term, deferred) are determined at the same time;
- to be determined based on the average of the daily average-price of the ordinary shares issued by OTP Bank, as recorded by the Budapest Stock Exchange, on the three trading days preceding the date of the decision-making;
- in the case of the preferentially priced share award, the maximum purchase price discount is HUF 6,000, and the profit content achievable per share is a maximum of HUF 12,000 at the time of vesting the share award.

Employee Share Ownership Plan (ESOP) Organisation



Purpose: to support the Bank Group's Remuneration Policy and encouraging employees

Established: in November 2016, by the Board of Directors of OTP Bank Plc.

Participating subsidiaries: OTP Bank Plc. (founder), OTP Jelzálogbank Zrt., OTP Lakástakarék Zrt., Merkantil Bank Zrt., Merkantil Bérlet Szolgáltató Kft., OTP Pénzügyi Pont Zrt., OTP Ingatlan Zrt., OTP Faktoring Zrt., OTP Ingatlan Befektetési Alapkezelő Zrt., OTP Alapkezelő Zrt. (affiliated subsidiaries)

Number of members: ~771 persons, out of which ~91 identified under the Group Remuneration Policy

The OTP Bank Employee Share Ownership Plan Organisation:

- In case of employees identified under the group remuneration policy it operates in full compliance with the Banking Group's remuneration policy, in accordance with the terms and conditions set out therein.
- The ESOP remuneration policy that determines the operation is adopted by the Supervisory Board (identified positions) and by the Management Committee (non-identified employees) of OTP Bank Plc.
- It creates member's holdings for the members from the assets provided by the founder and the affiliates.
- It provides for settlement of the performance-based remuneration to its members provided that the conditions prescribed in the remuneration policy (result of the performance assessment, retrospective assessment of risks) are fulfilled.
- Starting from 2018, a further group of employees – beyond the persons identified under the Banking Group's remuneration policy – participate in the ESOP.

ANNUAL GENERAL MEETING

Translation of the Hungarian presentation

17 April 2026

Resolution proposal

Resolution proposal No. 5/2026

The Annual General Meeting, on a consultative basis, approves in line with the annex of the resolution the group-level remuneration guidelines of OTP Bank Plc. and requests the Supervisory Board of the Company to define the rules of the Banking Group's remuneration policy in detail, in line with the group-level remuneration guidelines.

Item 6 on the Agenda

Election of the members of the Board of Directors

Presented by: **dr. Bálint Csere**

Managing Director

Election of the members of the Board of Directors

The **mandate of the Board of Directors** will **expire** on the date of the General Meeting closing the financial year 2025 (but no later than 30 April 2026), and therefore new members must be elected to the Board.

Pursuant to the Articles of Association of OTP Bank Plc., the Board of Directors consists of a minimum of 5 and a maximum of 11 members. The members of the Board of Directors are elected by the General Meeting either for an indefinite term or for a fixed term of five years. In the latter case, the mandate of any new board member elected during this period shall last until the expiry of the Board's overall mandate.

In order to ensure the effective and prudent operation of OTP Bank Plc., as well as its compliance with applicable legal and corporate governance requirements, it is essential that the Bank be managed by persons who meet the criteria set out in the relevant legislation, are professionally competent, business-reliable and possess an impeccable business reputation. The enforcement of these requirements is of particular importance with regard to the managing bodies of OTP Bank, including the Board of Directors.

In the recent period, the **Board of Directors has performed its duties in line with expectations and to a high professional standard**, with its members demonstrating their suitability in practice through their knowledge and experience.

To enhance the efficiency of the Board's work, the Nomination Committee proposes **reducing the number of members of the Board** from the current 11 **to 8**. The proposed composition of the Board consists of 3 internal and 5 external members, which structure continues to ensure a majority of external members within the Board.

As concerns the candidates none of the incompatibility or exclusion grounds defined in the relevant legislation are present and the election of the candidates are approved by the Hungarian National Bank.

Election of the members of the Board of Directors



Dr. Sándor Csányi
candidate
as internal Board member

Dr. Sándor Csányi holds a degree in economics and earned his doctoral title in finance. He has been a registered auditor since 1982.

After early roles at the Ministry of Finance and the Ministry of Agriculture and Food, he worked in senior positions at Magyar Hitel Bank and later served as Deputy CEO of K&H Bank. Since 1992 he has been Chairman and CEO of OTP Bank Plc., and following the separation of the roles, he continues as Chairman of the Board.

Through Bonitás 2002 Zrt. and the Bonafarm Group, he is a major investor in agriculture and food production. He plays an active role in sports governance as President of the Hungarian Football Federation since 2010 and as FIFA Council Vice President. He established several foundations, including the Csányi Foundation.

His professional activities also extend to the fields of education, sport, and corporate social responsibility.



Péter Csányi
candidate
as internal Board member

Péter Csányi holds degrees from City University London, IE Business School and the Kellogg School of Management (MBA).

He began his career at Merrill Lynch in London, followed by corporate finance roles at Deutsche Bank. Between 2011 and 2016 he worked at McKinsey & Company as a senior consultant focusing on banking.

He joined OTP Bank in 2016 as Managing Director of Digital Sales and Development, later leading the Omnichannel and Daily Banking Tribes. In 2021 he became Deputy CEO and Head of the IT – later Digital – Division. He is a member of the Management Committee and he serves on multiple boards and supervisory bodies within the OTP Group.

He has been a member of OTP Bank’s Board since 2021 and was appointed CEO effective 1 May 2025.

Election of the members of the Board of Directors



László Wolf
candidate as
internal Board member

László Wolf graduated from the Marx Károly University of Economics and began his career at the National Bank of Hungary, working in banking relations for eight years.

Between 1991 and 1993 he served as Head of Treasury at BNP KH Dresdner Bank. He joined OTP Bank in 1993 as Managing Director of the Treasury Directorate and from 1994 has been Deputy CEO responsible for the Commercial Banking Division.

He has been a member of the Supervisory Board of DSK Bank since 2003 and joined the Board of Directors of OTP Bank in 2016. Since 2023 he has served as Chairman of the Supervisory Board of Ipoteka Bank.



Tamás György Erdei
candidate as
external Board member

Tamás György Erdei graduated from the College of Finance and Accounting and began his career at OTP before joining the Ministry of Finance's bank supervision department.

From 1983 he held increasingly senior roles at the Hungarian Foreign Trade Bank: from 1985 as Managing Director, from 1990 as Deputy CEO, becoming CEO in 1994 and from 1997 until 2012 as Chairman & CEO.

He twice served as President of the Hungarian Banking Association and chairs the Supervisory Board of the International Children's Safety Service.

He has been a member of OTP Bank's Board since 2012, and Vice Chairman of the Board since 2019, in addition, he holds several key committee positions.

Election of the members of the Board of Directors



Gabriella Balogh
candidate as
external Board member

Gabriella Balogh holds degrees in chemical engineering and marketing economics. She worked at OTP Bank between 1993 and 2008 in various senior marketing leadership roles, including Head of Marketing and Managing Director of the Marketing and Sales Directorate. Since 2008 she has been Managing Director of GoodStep Consulting and has served on the boards of media and publishing companies, including Central European Media and Publishing and Net Média Zrt., where she is also co-owner. She holds leading roles in numerous professional and cultural organizations, including the Hungarian Football Federation as a member of the Executive and chairs the Supervisory Board of Műpa Budapest. Since 2023 she has been a Board member of Richter Gedeon Plc.

She has been a Board member of OTP Bank since 2021.



György Nagy
candidate as
external Board member

György Nagy earned a degree in international economics in Moscow and became founding owner of Wallis Holding in 1990, serving as CEO until 2000. In 2004 he established Westbay Holding, managing a diverse portfolio of successful investments.

He has been President of the Hungarian Shooting Federation since 2012 and a member of the Executive Committee of the European Shooting Confederation since 2013, where he was elected Vice President in 2021.

He joined the Board of Directors of OTP Bank in 2021.

Election of the members of the Board of Directors



Dr. Márton Gellért Vági
candidate as
external Board member

Dr. Márton Gellért Vági graduated in international economics and between 1987 and 2000 was lecturer and department head at the Budapest University of Economic Sciences. He holds both a university doctoral degree and a PhD in economics and has authored more than 80 academic publications.

Between 2000 and 2006, he served in senior roles at ÁPV Zrt., and later between 2006 and 2010 was President of the National Development Agency. He has chaired or served on the boards of major companies such as Hungarian Electricity Works and the Paks Nuclear Power Plant. Since 2010 he has been Secretary General of the Hungarian Football Federation and has held roles in UEFA and FIFA committees.

Since 2021 he has been a member of the OTP Bank's Board of Directors.



Dr. József Zoltán Vörös
candidate as
external Board member

Dr. József Zoltán Vörös is an economist holding the title Doctor of the Hungarian Academy of Sciences and is a member of the Hungarian Academy of Sciences. He has been a professor at the University of Pécs, formerly serving as Dean and later General Vice Rector, and completed the Harvard Senior Executive Program.

In addition to his scientific and management roles he has been an external member of OTP Bank's Board of Directors since 1992. Since 2009, he has served as Chairman of the Remuneration Committee, and is also a member of the Risk Taking and Risk Management Committee.

His career encompasses academic leadership as well as senior university and corporate governance roles.

ANNUAL GENERAL MEETING

Translation of the Hungarian presentation

17 April 2026

Resolution proposal

Resolution proposal No. 6/1/2026

The Annual General Meeting elects Dr. Sándor Csányi as member of the Board of Directors of the Company until the Annual General Meeting of the Company closing the 2030 business year, but not later than 30 April 2031.

Resolution proposal No. 6/2/2026

The Annual General Meeting elects Mr. Péter Csányi as member of the Board of Directors of the Company until the Annual General Meeting of the Company closing the 2030 business year, but not later than 30 April 2031.

Resolution proposal No. 6/3/2026

The Annual General Meeting elects Mr. László Wolf as member of the Board of Directors of the Company until the Annual General Meeting of the Company closing the 2030 business year, but not later than 30 April 2031.

Resolution proposal No. 6/4/2026

The Annual General Meeting elects Mr. Tamás György Erdei as member of the Board of Directors of the Company until the Annual General Meeting of the Company closing the 2030 business year, but not later than 30 April 2031.

Resolution proposal

Resolution proposal No. 6/5/2026

The Annual General Meeting elects Mrs. Gabriella Balogh as member of the Board of Directors of the Company until the Annual General Meeting of the Company closing the 2030 business year, but not later than 30 April 2031.

Resolution proposal No. 6/6/2026

The Annual General Meeting elects Mr. György Nagy as member of the Board of Directors of the Company until the Annual General Meeting of the Company closing the 2030 business year, but not later than 30 April 2031.

Resolution proposal No. 6/7/2026

The Annual General Meeting elects Dr. Márton Gellért Vági as member of the Board of Directors of the Company until the Annual General Meeting of the Company closing the 2030 business year, but not later than 30 April 2031.

Resolution proposal No. 6/8/2026

The Annual General Meeting elects Dr. József Zoltán Vörös as member of the Board of Directors of the Company until the Annual General Meeting of the Company closing the 2030 business year, but not later than 30 April 2031.

Item 7 on the Agenda

Election of the members of the Supervisory Board

Presented by: **dr. Bálint Csere**

Managing Director

Election of the members of the Supervisory Board

The **mandate of the Supervisory Board** will **expire** on the date of the General Meeting closing the financial year 2025 (but no later than 30 April 2026), and therefore new members must be elected to the Supervisory Board.

According to the Articles of Association of OTP Bank Plc., the management of the company is supervised by a Supervisory Board consisting of 5-9 members. As it is prescribed by the Civil Code of Hungary, if the number of full-time employees of the company exceeds 200 on an annual basis, one third of the Supervisory Board shall consist of employee delegates. Employee delegates shall be delegated by the works council in accordance with the law. The **Works Council** of OTP Bank Plc. **adopted its decision** in compliance with this requirement on 11 February 2026.

The members of the Supervisory Board are elected by the General Meeting either for an indefinite term or for a fixed term of three years. In the latter case, the mandate of any new board member elected during this period shall last until the expiry of the Board's overall mandate. The General Meeting may not elect members of the Board of Directors and their relatives as members of the Supervisory Board.

In order to ensure the effective and prudent operation of OTP Bank Plc., as well as its compliance with applicable legal and corporate governance requirements, it is essential that the Bank be managed by persons who meet the criteria set out in the relevant legislation, are professionally competent, business-reliable and possess an impeccable business reputation. The enforcement of these requirements is of particular importance with regard to the managing bodies of OTP Bank, including the Supervisory Board.

The Nomination Committee – taking into account the decision of the Works Council as well – **proposes their renewed nomination** and their **re-election for a fixed term** in accordance with the Articles of Association of OTP Bank.

As concerns the candidates none of the incompatibility or exclusion grounds defined in the relevant legislation are present and the election of the candidates are approved by the Hungarian National Bank.

Election of the members of the Supervisory Board



Tibor Tolnay
candidate as external
independent SB member

Tibor Tolnay is a qualified civil engineer with additional degrees in economic engineering and specialized economics. Between 1989 and 1994 he served as Director of State Construction Company No. 21, and from 1994 to 2015 he was Chairman & CEO of Magyar Építő Plc. Since 1994 he has been Managing Director of Érték Ltd., and since 2020 of Fenyves Garden Ltd. He was President of the National Association of Entrepreneurs and Employers between 2018 and 2021 and has served as its Co-President since 2021.

He has been a member of OTP Bank's Supervisory Board since 1992 and its Chairman since 1999. He also served as member and Deputy Chairman of the Audit Committee between 2007 and 2011 and again since 2014 and has chaired the Nomination Committee since 2020.

With decades of experience in construction, corporate leadership and governance oversight, he has played a significant role in both business and institutional supervision.



Dr. József Gábor Horváth
candidate as external
independent SB member

Dr. József Gábor Horváth earned a law degree from Eötvös Loránd University in 1980 and started his career at the Hungarian State Development Bank. He led his own law firm between 1986 and 2023, focusing on corporate finance and corporate governance.

He has been a member of OTP Bank's Supervisory Board since 1995, and from 1999 to 2014 served on the Board of Directors of MOL Plc. Since 2007 he has been Deputy Chairman of OTP Bank's Supervisory Board and has chaired the Audit Committee between 2007 and 2011 and again since 2014. Since 2020 he has been a member of the Nomination Committee. Between 2014 and 2018 he served on the Board of Directors of INA.

His career is marked by extensive experience in legal practice, financial supervision and corporate governance.

Election of the members of the Supervisory Board



Dr. Tamás Gudra
candidate as external
independent SB member

Dr. Tamás Gudra holds a degree in business economics, has been a certified auditor since 1997, and has held a law degree since 2010.

Between 1993 and 2001, he worked as an auditor at Deloitte & Touche, followed by a role in the accounting division of MOL between 2001 and 2003. From 2003 to 2007, he served as Chief Financial and Accounting Officer of ÁPV Plc., and between 2008 and 2010 as Controlling Director of MNV Plc. From 2011 to 2020, he was Chief Financial Officer of the Hungarian Football Federation, and from 2020 to 2024 served as Group-level CFO of Bonafarm Plc. Since 2024, he has been Strategic Advisor to OTP Pension Fund. Between 2012 and 2021, he was a member of the Supervisory Board of OTP Lakástakarék; since 2016 he has been Chairman of the Supervisory Board of the Hungarian Paralympic Committee, and since 2021 has served as property inspector at Hungarian University of Agriculture and Life Sciences.

Since 2021, he has been a member of the Supervisory and Audit Committee of OTP Bank. His professional experience covers the fields of finance, accounting, sports economics, and supervisory governance.



**Catherine Paule
Granger-Ponchon**
candidate as external
independent SB member

Catherine Paule Granger-Ponchon graduated from Sciences Po and HEC Paris with a specialization in finance. From 2000 to 2010, she worked at Citigroup's European investment banking division as Director of the Financial Institutions Group, advising on major transactions involving French banks and insurers. She subsequently became Head of M&A at Groupama SA, leading the group's divestment program. Between 2012 and 2017, she served as Groupama's Head of Corporate Finance and M&A, responsible for financing operations and the monitoring of strategic holdings.

From 2017 to 2024, she was Chief Financial and Risk Officer of Gan Assurances and later Deputy CEO. Since July 2024, she has served as Deputy CEO of Groupama Assurances Mutuelle, overseeing international subsidiaries. She brings more than two decades of expertise in financial institution governance, M&A, risk management and corporate finance.

Since 2025, she has been a member of OTP Bank's Supervisory Board and Audit Committee.

Election of the members of the Supervisory Board



Klára Bella
candidate as SB member,
employee delegate

Klára Bella holds degrees in finance and accountancy. She began her career at OTP Bank in 1992, followed by a position as a lending advisor at Polgári Bank. From 1995, she returned to OTP Bank, where she held roles in risk management and credit approval. Between 1997 and 2010, she served as Deputy Managing Director, and from 2010 to 2016 as Director of the Central Branch. From 2017, she headed the Corporate Banking Directorate, and since 2020 has served as Director of the Large Corporate Department within the Specialized Finance Directorate. She has been a member of OTP Bank’s Supervisory Board since 2019 as an employee representative. Her background includes extensive experience in corporate lending and branch leadership.



András Michnai
candidate as SB member,
employee delegate

András Michnai obtained a degree in business administration in 1981 and has been an employee of OTP Bank since 1974. He advanced to managerial positions after holding various roles within the branch network and later also worked in the area of central branch network coordination. From 1994, as Deputy Managing Director, he supported the central management of the branch network, and between 2005 and 2014 he served as Managing Director, heading the Bank’s Compliance Department. He also holds a second degree and is a registered tax adviser. Since 2008 he has been a member of OTP Bank’s Supervisory Board as an employee representative, and since 2011 he has been President of OTP Bank’s Employees’ Trade Union. His experience covers retail banking operations, compliance and employee representation.

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Resolution proposal

Resolution proposal No. 7/1/2026

The Annual General Meeting elects Mr. Tibor Tolnay as member of the Supervisory Board of the Company until the Annual General Meeting of the Company closing the 2028 business year, but not later than 30 April 2029.

Resolution proposal No. 7/2/2026

The Annual General Meeting elects Dr. József Gábor Horváth as member of the Supervisory Board of the Company until the Annual General Meeting of the Company closing the 2028 business year, but not later than 30 April 2029.

Resolution proposal No. 7/3/2026

The Annual General Meeting elects Dr. Tamás Gudra as member of the Supervisory Board of the Company until the Annual General Meeting of the Company closing the 2028 business year, but not later than 30 April 2029.

Resolution proposal No. 7/4/2026

The Annual General Meeting elects Mrs. Catherine Paule Granger-Ponchon as member of the Supervisory Board of the Company until the Annual General Meeting of the Company closing the 2028 business year, but not later than 30 April 2029.

Resolution proposal

Resolution proposal No. 7/5/2026

The Annual General Meeting elects Mrs. Klára Bella as member of the Supervisory Board of the Company until the Annual General Meeting of the Company closing the 2028 business year, but not later than 30 April 2029.

Resolution proposal No. 7/6/2026

The Annual General Meeting elects Mr. András Michnai as member of the Supervisory Board of the Company until the Annual General Meeting of the Company closing the 2028 business year, but not later than 30 April 2029.

Item 8 on the Agenda

Election of the member of the Audit Committee

Presented by: **dr. Bálint Csere**

Managing Director

Election of the members of the Audit Committee

Due to the expiry of the mandates of the member of the Supervisory Board, the **mandate of the Audit Committee will also expire**, therefore, members of the Audit Committee shall be appointed as well.

In accordance with the relevant provisions of the Credit Institutions Act, the Company's General Meeting elects an Audit Committee of at least three members from among the independent members of the Supervisory Board. At least one member of the Audit Committee shall have a professional qualification in accounting or in auditing.

In order to ensure the effective and prudent operation of OTP Bank Plc., as well as its compliance with applicable legal and corporate governance requirements, it is essential that the Bank be managed by persons who meet the criteria set out in the relevant legislation, are professionally competent, business-reliable and possess an impeccable business reputation. The enforcement of these requirements is of particular importance with regard to the managing bodies of OTP Bank, including the Audit Committee.

Based on the proposal of the Nomination Committee, the members of the Audit Committee are identical to the **external, independent members of the Supervisory Board**, which composition ensures compliance with the requirement for accounting or auditing qualifications.

The Nomination Committee proposes that the members of the Audit Committee be **elected for a fixed term lasting until the date of the Annual General Meeting closing the business year 2028, but no later than 30 April 2029.**

Election of the members of the Audit Committee



Tibor Tolnay
candidate as external
independent AC member



Dr. József Gábor Horváth
candidate as external
independent AC member



Dr. Tamás Gudra
candidate as external
independent AC member



**Catherine Paule
Granger-Ponchon**
candidate as external
independent AC member

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Resolution proposal

Resolution proposal No. 8/1/2026

The Annual General Meeting elects Mr. Tibor Tolnay as member of the Audit Committee of the Company until the Annual General Meeting of the Company closing the 2028 business year, but not later than 30 April 2029.

Resolution proposal No. 8/2/2026

The Annual General Meeting elects Dr. József Gábor Horváth as member of the Audit Committee of the Company until the Annual General Meeting of the Company closing the 2028 business year, but not later than 30 April 2029.

Resolution proposal No. 8/3/2026

The Annual General Meeting elects Dr. Tamás Gudra as member of the Audit Committee of the Company until the Annual General Meeting of the Company closing the 2028 business year, but not later than 30 April 2029.

Resolution proposal No. 8/4/2026

The Annual General Meeting elects Mrs. Catherine Paule Granger-Ponchon as member of the Supervisory Board of the Company until the Annual General Meeting of the Company closing the 2028 business year, but not later than 30 April 2029.

Item 9 on the Agenda

Determination of the remuneration of the members of the Board of Directors, the Supervisory Board and the Audit Committee

Presented by: **Dr. József Vörös**

Chairman of the Remuneration Committee

Determination of the remuneration of the members of the Board of Directors, the Supervisory Board and the Audit Committee

The remuneration of the members of OTP Bank’s **Board of Directors, Supervisory Board** and the **Audit Committee** is **determined by the General Meeting.**

The current remuneration of members of these governing bodies was determined by resolutions No. 9/2016 and 9/2025 of the General Meeting. The remuneration of the members of the Board of Directors consists of a fixed amount monthly honorarium and a monthly fixed number of ordinary shares, while in the case of the Supervisory Board it consists of a fixed-amount honorarium. The members of Audit Committee do not receive any remuneration.

The purpose of the share-based part of the Board of Directors’ remuneration is to have a remuneration which appropriately reflects the performance of the Bank all the time. Accordingly, **it is still not advised to change the honorarium of the members of the Board of Directors** set by resolution No. 9/2016 of the General Meeting.

In the case of the members of the Supervisory Board, the honorarium does not include a share-based component, its amount was reviewed last year for the last time. Considering that the complexity of the operation increased further, **it is advised to review the honorarium of the Supervisory Board and to determine it as of 17 April 2026 as follows:**

Chairman of the Supervisory Board:	HUF 6,000,000
Deputy Chairman of the Supervisory Board:	HUF 5,200,000
members of the Supervisory Board:	HUF 4,600,000

In the case of the Audit Committee – considering that its members are also members of the Supervisory Board – no remuneration is proposed.

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Resolution proposal

Resolution proposal No. 9/2026

The Annual General Meeting does not modify the honorarium of the members of the Board of Directors as determined in resolution No. 9/2016 of the Annual General Meeting, while it determines the monthly remuneration of the members of the Supervisory Board as follows:

Chairman of the Supervisory Board: HUF 6,000,000

Deputy Chairman of the Supervisory Board: HUF 5,200,000

members of the Supervisory Board: HUF 4,600,000

The members of the Audit Committee are not to receive any remuneration.

Item 10 on the Agenda

Information of the Board of Directors on the acquiring of own shares since the Annual General Meeting of 2025

Authorization of the Board of Directors to acquire the Company's own shares

Presented by: **dr. Bálint Csere**

Managing Director

Main aims of treasury share purchase

The OTP Bank Plc. is necessary to purchase treasury shares especially, but not exclusively, for these three reasons:

Remuneration aim	Developing and maintaining the Company's services provided to its customers	Optimization of the shareholders' equity
Supplying the shares necessary for the management incentives system	Price marking on the regulated market	Implementing transactions related to the optimization of the Company's capital


Pursuant to the relevant EU and Hungarian legislation, OTP Bank Plc. may only purchase treasury shares with the prior permission of the National Bank of Hungary (MNB).

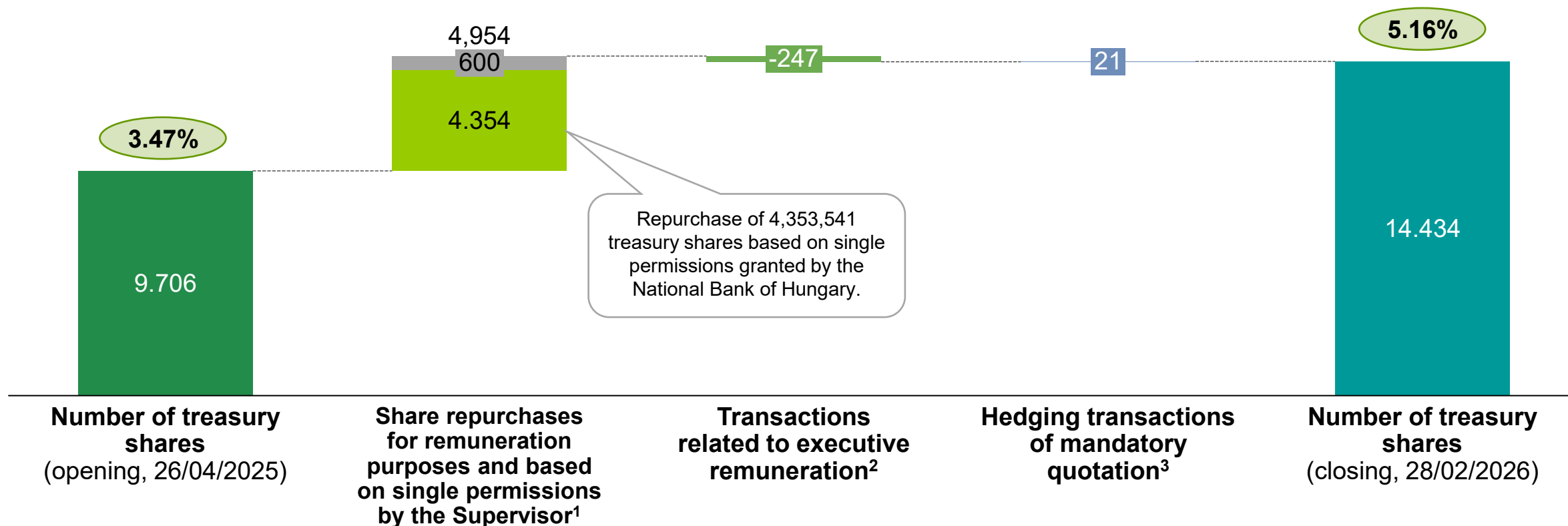
- Valid MNB permits for the repurchase of OTP Bank Plc.'s own shares are:
- General Prior Permission of MNB up to HUF 20 billion
- Single Permission of MNB up to HUF 60 billion

Between 26 April 2025 and 28 February 2026, the number of treasury shares held by the OTP Group increased mainly due to share repurchases executed under single permissions granted by the central bank. On 28 February 2026, the proportion of treasury shares was 5.16%

Development of OTP Group's treasury share holdings

(thousand shares)

 Treasury shares as a % of total shares outstanding



¹ Treasury share transactions carried out for the purpose of ensuring the fulfilment of obligations arising under the Remuneration Policy, as well as capital management related transactions executed on the basis of single permissions granted by the National Bank of Hungary, in the period between 26 April 2025 and 28 February 2026.

² Transactions related to share allocations provided to individuals falling within the scope of the Remuneration Policy, executed during the period between 26 April 2025 and 28 February 2026.

³ The treasury share balance increased by 21 thousand shares as a result of hedging transactions undertaken in relation to mandatory market-making activities.

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Resolution proposal

Our authorization received in 2025 will expire on 25 October 2026, therefore we ask for the usual authorization from the Annual General Meeting.

Resolution proposal No. 10/2026

The Annual General Meeting, based on Subsection 1 of Section 3:223 of Act V of 2013 on the Civil Code, hereby authorizes the Board of Directors of OTP Bank Plc. (hereinafter referred to as “Company”) to acquire own shares of the Company especially, but not exclusively, for the purpose of supplying the shares necessary for the management incentives system that is in operation at the Company, developing and maintaining the services provided to customers, and executing transactions related to optimization of the Company’s capital.

The Board of Directors is authorized to acquire a maximum of as many ordinary shares issued by the Company with a nominal value of HUF 100 that is one hundred forints, as ensures that the portfolio of own shares, in respect of the measure stipulated in the relevant permissions of the Magyar Nemzeti Bank, does not exceed 70,000,000 shares at any moment in time.

Should the acquisition of own shares take place in a reciprocal transaction, then the consideration applied in such transaction may be a minimum of the share’s nominal value, and it can be no more in the case of a transaction outside a trading venue (OTC) than 150% of the highest price recorded on the Budapest Stock Exchange on the day before the transaction, or in the case of a transaction concluded on a trading venue (regulated market, multilateral trading facility or organised trading facility) than 120% of the closing price recorded on the Budapest Stock Exchange on the day before the transaction. The Board of Directors may exercise its rights set forth in this mandate until 17 October 2027. The mandate set forth in the decision of the Annual General Meeting resolution no. 10/2025 shall lose its effect upon the passing of this resolution.

Under Section 3:222.§ (1) of the Civil Code limited companies shall be entitled to acquire their own shares up to twenty-five per cent of the share capital.

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