

Proposal on the amendment of Article 8 Section 18, Article 8 Section 33 Subsection 23 and Article 15 Section 1 of the OTP Bank Plc.'s Articles of Association

The text of the Articles of Association is in Times New Roman, the added parts are highlighted with double underlining, the ~~deleted sections~~ are highlighted with crossline.

1. Determination of the date of the reconvened General Meeting

Proposed text:

[The Company's General Meeting]

8.18. If a properly convened General Meeting is inquorate, the reconvened General Meeting – convened at the time and place specified in the notice described in section 8.13. – shall be quorate with respect to the items on the original agenda, regardless of the extent of voting rights represented by those in attendance. A reconvened General Meeting may be convened on the same starting date as the inquorate General Meeting. A reconvened General Meeting shall be convened no later than twenty-one days after the date of the inquorate General Meeting. Should the agenda of the General Meeting contain a proposal regarding the termination of trading in the shares in all regulated markets (hereinafter: delisting), the reconvened General Meeting shall have a quorum with regard to this agenda item if the shareholders representing more than half of the votes embodied by the voting shares are in attendance.

Reasoning:

According to the amendment of Section 3: 275 (1) of the Civil Code as of 1 January 2022, the legislator returns the decision on determination of the date of the reconvened general meeting in case of inquoration, to the company itself. The amendment retains the rule, which also includes deadlines, but no longer nullifies the different provision of the Articles of Association.

2. Amendment of the regulation of the financial assistance

Proposed text:

[The Company's General Meeting]

8.33. The General Meeting has exclusive authority with respect to the following matters:

23. the provision of financial assistance to a third party for the acquisition of shares issued by the company; (qualified majority). The General Meeting does not have exclusive competence over transactions that directly or indirectly facilitate the acquisition of shares by employees of the Company, including employees of companies controlled by the Company, or by organizations set up by their employees for such purpose, or transactions entered into by the Company in the ordinary course of business.

Reasoning:

According to the amendment of Section 3: 227 of the Civil Code as of 1 January 2022, the legislator clarifies the rules for financial assistance, subject to the provision of the relevant directive [Article 64 (6) of Directive 2017/1132 / EU].

3. Change in the address of the MNB's publication website

Proposed text:

[Notices]

15.1. The Company publishes its notices specified in the statutory regulations and in these Articles of Association and announcements on its own website (www.otpbank.hu), on the website of the Budapest Stock Exchange (BSE) (www.bet.hu), and on the website operated by the Supervisory Authority (<https://www.kozzetetelek.mnb.hu>).

Reasoning:

The address of the website of the MNB's publications has changed, therefore it is necessary to specify Article 15 Section 1 of the Articles of Association at <https://kozzetetelek.mnb.hu>.

Text of resolution proposal:

The Annual General Meeting decides to amend the Articles of Association by way of a single resolution in accordance with the proposal of the Board of Directors.

Text of resolution proposal:

The Annual General Meeting approves the amendment of Article 8 Sections 18, Article 8 Section 33 Subsection 23 and Article 15 Section 1 of the Articles of Association in accordance with the proposal of the Board of Directors, as per the annex to the minutes of the Annual General Meeting.