

# Senior management and executive members of the Board of Directors<sup>1</sup> of OTP Bank



**Dr. Sándor Csányi**  
Chairman & CEO

Dr. Sándor Csányi graduated from the College of Finance and Accountancy in 1974 with a bachelor's degree in business administration and in 1980 from the Karl Marx University of Economic Sciences with a degree in economics. He is an economist with a specialisation in finance, and a certified auditor. After graduation he worked at the Revenue Directorate and then at the Secretariat of the Ministry of Finance, after which, between 1983 and 1986, he was a departmental head at the Ministry of Agriculture and Food Industry. From 1986 to 1989 he worked as a head of department at Magyar Hotel Bank. He was deputy CEO of K&H Bank from 1989 to 1992. He has been Chairman & CEO of OTP Bank Plc. since 1992. He is Deputy Chairman of the Board of Directors of MOL Plc., Co-Chairman of the National Association of Entrepreneurs and Employers (VOSZ), and Co-Chairman of the Chinese-Hungarian Business Council. He has been Chairman of the Hungarian Football Association (MLSZ) since 2010, and a member of the UEFA Executive Committee since March 2015; has been the Deputy Chairman of the UEFA Executive Committee in 2019. Since 2017 he has been a member of the FIFA Council and the Deputy Chairman of the FIFA Council since 2018. Since 1995 he has been the Deputy Chairman of the Board of Trustees of the International Child Rescue Service, and since 2003 he has been the Chairman of the Board of Trustees of the Prima Primissima Foundation. In 2005, he established the Csányi Foundation for Children from his own assets. Since 2009, he has been a member of the Board of Trustees of the Media Union Foundation for Social Consciousness Shaping. Since 2020, he has been the chairman of the Board of Trustees of the Foundation for the University of Sopron. In 2021, he became chairman of the Board of Trustees of the Foundation for the Hungarian University of Agricultural and Life Sciences. As of 31 December 2020 he held 926,378 ordinary OTP shares (while the total number of OTP shares held by him directly and indirectly was 4,712,505).



**Dr. Zsolt Barna**  
General Deputy CEO until 20 July 2020  
Group Governance and Operations  
Division

Dr. Zsolt Barna started his professional career at the State Financial and Capital Market Supervisory Commission, and rising through the ranks he became managing director of the Financial and Capital Market Supervisory Directorate in 2006. In this position, he was responsible for the supervision of banks and banking groups. Between 2006 and 2010, he was a member and permanent invitee to the CESR's, CEBS's management bodies and professional committees. From 2008 to 2009 he was one of the decisive figures in crisis management activities conducted in the banking sector. Between 2010 and 20 July 2020, he held the following offices at the OTP Group: He was initially the Chairman of the Board of Directors of CKB Bank in Montenegro, where he was in charge of the bank's reorganisation. He was Chairman & CEO of OTP Real Estate Investment Fund Management Ltd. between 8 June 2016 and 31 August 2018. From September 2016 to 31 August 2018, he was the Chairman of the Board of Directors of OTP Fund Management Ltd. He was Chairman of the Board of Directors of OTP Real Estate Investment Fund Management Ltd. between 8 June 2016 and 20 July 2020. Between 10 September 2018 and 29 March 2019, he was Chairman of the Supervisory Board of OTP Real Estate Ltd. Between 1 September 2018 and 20 July 2020, he was the General Deputy CEO in charge of OTP Bank's Group Governance and Operations Division. Between 29 March 2019 and 20 July 2020, he was Chairman of the Board of Directors of OTP Real Estate Ltd. Between 13 December 2019 and 20 July 2020, he was a member of the Board of Directors, and between 16 December 2019 and 20 July 2020, he was Chairman of the Board of SKB Banka in Slovenia.



**László Bencsik**  
Deputy CEO  
Strategy and Finance Division

In 1996, Mr. László Bencsik graduated from the Faculty of Business Administration at the Budapest University of Economic Sciences, and in 1999 he obtained a Masters in Business Administration (MBA) from INSEAD Business School in France. Between 1996 and 2000 he worked as a consultant at Andersen Consulting (now Accenture). From 2000 to 2003 he was a project manager at consulting firm McKinsey & Company. He joined OTP Bank in 2003, when he became managing director of the Bank Operations Management Directorate, and the manager with overall responsibility for controlling and planning. He has been deputy CEO of OTP Bank, and head of the Strategy and Finance Division, since August 2009. Since 13 March 2012 he has been Chairman of the Supervisory Board of DSK Bank. As of 31 December 2020 he held 43,037 ordinary OTP shares.

<sup>1</sup> The members of the Board of Directors are elected by the General Meeting for a term of five years.



### Tibor András Johancsik

Deputy CEO  
IT Division

Mr. Tibor András Johancsik graduated from the Budapest Technical University with a degree in electrical engineering in 1988, and then in 1993 earned a further degree in foreign trade business administration from the College of Foreign Trade. He began his professional career at as a researcher in the field of industrial automation at the Hungarian Academy of Sciences Institute for Computer Science and Control (MTA SZTAKI). From 1994 onwards he held management positions at the Hungarian subsidiaries of international IT development companies (ICL, Unisys, Cap Gemini). From 2001 he worked as an advisor in the fields of IT and organisational development, then from 2003, as managing director of JET-SOL Kft., he participated in the development of numerous systems in Hungary and abroad. Since 24 February 2016 he has been Deputy CEO in charge of OTP Bank's IT Division. He has been Chairman of the Supervisory Board of Monicomp Zrt. since 1 April 2016. As of 31 December 2020 he held 31,055 ordinary OTP shares.



### György Kiss-Haypál

Deputy CEO  
Credit Approval and Risk  
Management Division

Mr. György Kiss-Haypál is a qualified economist. He graduated from the Budapest University of Economic Sciences in 1996. He started his career as a project finance analyst for Budapest Bank Plc., and by 2007 he had been appointed head of the bank's risk management department. Between 2002 and 2006 he also worked in Ireland as corporate credit risk portfolio manager for GE Consumer Finance, and in Austria as GE Money Bank's consumer loans portfolio manager. From 2015 he was deputy head of the Credit Approval and Risk Management Division of OTP Bank Plc., and was then appointed acting head of the Division. Since 3 May 2017, he has been deputy CEO of the Credit Approval and Risk Management Division. As of 31 December 2020 he held 7,592 ordinary OTP shares.



### Antal György Kovács

Deputy CEO  
Retail Division

Mr. Antal György Kovács graduated from the Karl Marx University of Economic Sciences with a degree in economics. He began his professional career in 1990 at the Nagyatád branch of K&H Bank, where he worked as a branch manager between 1993 and 1995. He has been working at OTP Bank Plc. since 1995, first as a county director and from 1998 as the executive director of OTP Bank's South Transdanubian Region. Since 1 July 2007 he has served as OTP Bank's Deputy CEO. He has received additional training at the International Training Centre for Bankers and on various courses held by the World Trade Institute. Between April 2007 and April 2012 he was Chairman of the Supervisory Board of OTP banka Hrvatska d.d. He has been Chairman of the Supervisory Board of OTP Bank Romania SA since 12 December 2012. He has been Chairman of the Board of Directors of OTP Mortgage Bank Ltd. and OTP Building Society Ltd. since 24 April 2014. He is Chairman of the Supervisory Board of OTP Fund Management and OTP Mobile Kft. He was a member of OTP Bank's Supervisory Board from 2004 to 14 April 2016. He has been a member of OTP Bank's Board of Directors since 15 April 2016. As of 31 December 2020 he held 46,651 ordinary OTP shares.



### László Wolf

Deputy CEO  
Commercial Banking Division

Mr. László Wolf graduated from the Karl Marx University of Economic Sciences in 1983. After graduation, he worked at the Bank Relations Department of the National Bank of Hungary for 8 years, and then served as head of Treasury at BNP-KH-Dresdner Bank between 1991 and 1993. From April 1993 he was managing director of OTP Bank's Treasury Directorate, and since 1994 he has been Deputy CEO of the Commercial Banking Division. Member of DSK Bank's Supervisory Board. He has been Chairman of the Board of Directors of OTP banka Srbija since 10 December 2010. He has been a member of OTP Bank's Board of Directors since 15 April 2016. As of 31 December 2020 he held 571,925 ordinary OTP shares.

# Non-executive members of the Board of Directors of OTP Bank



**Tamás György Erdei**  
Deputy Chairman  
BSc Business Administration

Mr. Tamás György Erdei graduated in 1978 with a degree from the College of Finance and Accounting. He began his professional career at OTP, in a variety of administrative roles (his last position was branch manager), before going on to work at the Ministry of Finance in the area of bank supervision. Since 1983 he has been employed by the Hungarian Foreign Trade Bank (today MKB), where he gradually worked his way up through the ranks. In 1985 he became managing director, in 1990 he was appointed deputy CEO, then in 1994 he was made CEO, and from 1997 until the end of March 2012 he was chairman and CEO. Between 1997 and 2008, and between 2009 and 2011, he was the elected president of the Hungarian Banking Association. He is the chairman of the Supervisory Board of the International Children's Safety Service. He has been a member of OTP Bank's Board of Directors since 27 April 2012. He has been the chairman of OTP Bank's Risk Assumption and Risk Management Committee, and he was a member of the Nomination Committee between 2014 and 2020. He has been Deputy Chairman of the Board of Directors of OTP Bank Plc. since April 2019 and the Deputy Chairman of the Work-out Committee since October 2019. He has been Chairman of the Board of Directors at OTP Factoring Ltd. between since December 2019. As of 31 December 2020 he held 29,657 ordinary OTP shares.



**Mihály Baumstark**  
BSc Agricultural Business  
Administration, MSc Economics

Mr. Mihály Baumstark graduated with a degree in agricultural business administration at Gödöllő University of Agriculture (1973), and went on to do a masters in economics at the Karl Marx University of Economic Science (1981). He was employed by the Ministry of Agriculture and Food Industry between 1978 and 1989. When he left the Ministry he was deputy head of the Investment Policy Department. After this he was managing director of Hubertus Bt., and from 1999 to 2011 he was deputy CEO and then Chairman & CEO of Villányi Winery Ltd. (now Csányi Winery Ltd.). He is currently retired. He was a member of OTP Bank's Supervisory Board from 1992 to 1999, and has been a non-executive member of OTP Bank's Board of Directors since 1999. He has been Chairman of OTP Bank's Ethics Committee since 2010, as well as a member of its Remuneration Committee since 2011. He was the member of the Nomination Committee between 2014 and 2020. As of 31 December 2020 he held 53,200 ordinary OTP shares.



**Dr. Tibor Biró**  
College Associate Professor

Dr. Tibor Biró graduated from the College of Finance and Accountancy (1974) and from the Karl Marx University of Economics (1978) with a degree in business administration. He has been a certified auditor and chartered accountant since 1986. He was the Head of the Financial Department of the City Council of Tatabánya from 1978 to 1982. From 1982, he was a professor at the College of Finance and Accounting, and between 1990 and 2013 head of department at the Budapest Business School. Since his retirement in 2015, he has been a visiting lecturer, and working actively in his auditing and consulting company. From 2000 onwards, for a period of ten years, he was a member of the Presidium of the Budapest branch of the Chamber of Hungarian Auditors, and also worked as a member of the Chamber's Education Committee for five years. He has been a non-executive member of OTP Bank's Board of Directors since 1992. He has been a member of OTP Bank's Remuneration Committee since 2009, and he was the chairman of the Nomination Committee between 2014 and 2020. As of 31 December 2020 he held 38,600 ordinary OTP shares.



**Dr. István Gresa**  
PhD Business Administration  
and Economics

Dr. István Gresa graduated from the College of Finance and Accountancy in 1974 and received a degree in economics from the Karl Marx University of Economic Sciences in 1980. He earned a PhD from the University of Economic Sciences in 1983. He has worked in the banking sector since 1989. Between 1989 and 1993 he was branch Dr. István Gresa graduated from the College of Finance and Accountancy in 1974 and received a degree in economics from the Karl Marx University of Economic Sciences in 1980. He earned a PhD from the University of Economic Sciences in 1983. He has worked in the banking sector since 1989. Between 1989 and 1993 he was branch manager of Budapest Bank's Zalaegerszeg branch. From 1993 he was director of OTP Bank's Zala County Directorate, and from 1998 he served as the managing director of the bank's West Transdanubian Region. From 1 March 2006 until 14 April 2016 – when he retired – he was deputy CEO of the Credit Approval and Risk Management Division. He was Chairman of the Board of Directors at OTP Factoring Ltd. between 2006 and 2017. He has been a member of OTP Bank's Board of Directors since 27 April 2012. As of 31 December 2020 he held 163,658 ordinary OTP shares.



**Dr. Antal Pongrácz**  
PhD Economics

Dr. Antal Pongrácz graduated from the Karl Marx University of Economic Sciences in 1969 and earned a PhD in 1971. From 1969 he worked as an analyst at the Petrochemical Investment Company, then as a group manager at the Revenue Directorate until 1975. From 1976 he held various executive positions at the Ministry of Finance. After that, he was the first Deputy Chairman of the State Office for Youth and Sports. Between 1988 and 1990 he was the first Deputy CEO of OTP Bank. Between 1991 and 1994 he was CEO, and then Chairman & CEO, of the European Commercial Bank Rt. Between 1994 and 1998 he was Chairman & CEO of Szerencsejáték Rt, then in 1998-1999 he served as CEO of Hungarian flagship carrier, Malév. Since 2001 he has been managing director of OTP Bank's Staff Division and more recently – up until his retirement on 14 April 2016 – Deputy CEO. 1992-1999: Chairman of the Supervisory Board of Gemenc Zrt., 2002-2010: Chairman of the Board of Directors, 1999-2007: Chairman of the Supervisory Board of British American Tobacco (BAT), 2002-2008: Chairman of the Board of Directors of Casinos Hungary, Between 2007-2012, he was Chairman of OTP Bank Romania's Supervisory Board. He has been Chairman of the Supervisory Board of OTP banka Hrvatska d.d. since 12 April 2012, and was Chairman of the Supervisory Board of Splitska banka from 2 May 2017 until its successful integration (on 30 November 2018). He has been a member of OTP Bank's Board of Directors since 2002. He was Deputy Chairman of OTP Bank's Board of Directors from 9 June 2009 to 14 April 2016. As of 31 December 2020 he held 70,000 ordinary OTP shares.



**Dr. László Utassy**  
Chairman & CEO  
Merkantil Bank Ltd.

Dr. László Utassy graduated from the Faculty of Law of Eötvös Loránd University in Budapest in 1978. He held various positions at the State Insurance Company between 1978 and 1995 and then went on to work at ÁB-Aegon Rt. He was Chairman & CEO of OTP Garancia Insurance from 1996 to 2008. He was managing director of OTP Bank between 2009 and 2010. Since 1 January 2011 he has been Chairman & CEO of Merkantil Bank Ltd. He has been a member of OTP Bank's Board of Directors since 2001. He has been a member of OTP Bank's Risk Assumption and Risk Management Committee since 2014. He has been Chairman of the Board of Directors of OTP Real Estate Leasing Ltd. since 28 November 2019. As of 31 December 2020 he held 190,847 ordinary OTP shares.



**Dr. József Vörös**  
Professor, academician  
University of Pécs

Dr. József Vörös earned a degree in economics from the Karl Marx University of Economic Science in 1974. In 1984 he earned a PhD in economics from the Hungarian Academy of Sciences, and a Doctor of Science degree in 1993. He has been a member of the Hungarian Academy of Sciences since 2013. Between 1990 and 1993 he was the dean of the Faculty of Business and Economics, Janus Pannonius University (JPTE) in Pécs. In 1993 he attended a course in management for senior executives at Harvard University. From 1994 he was a professor at JPTE, and was the senior Vice Rector of the University from 2004-2007, between 2007 and 2011 he was Chairman of the Economic Council of the University of Pécs. He has been a non-executive member of OTP Bank's Board of Directors since 1992. He has been Chairman of OTP Bank's Remuneration Committee since 2009, and of its Risk Assumption and Risk Management Committee since 2014. As of 31 December 2020 he held 164,514 ordinary OTP shares.

# Members of the Supervisory Board<sup>2</sup> of OTP Bank

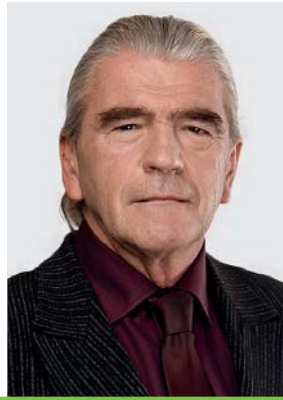
## Independent members:



**Tibor Tolnay**  
Chairman of the Supervisory Board

Mr. Tibor Tolnay graduated from the Budapest University of Technology with a degree in civil engineering in 1978 and then in economic engineering in 1983, and subsequently received a degree in economics from the Budapest University of Economics in 1993. From 1989 to 1992, he was Director of State Construction Company No. 21. From 1992 to 1994 he was CEO, then from 1994 to 2015 he was Chairman & CEO of Magyar Építő Rt. He has been the managing director of ÉRTÉK Kft. since 1994. From 2001 to 2015, he was President of the National Association of Building Contractors. From 2018, President of the National Association of Entrepreneurs and Employers, and a member of OTP Bank's Supervisory Board since 1992, and Chairman of the same Board since 1999. He was a member and Deputy Chairman of OTP Bank's Audit Committee between 2007 and 2011, and has been again since 2014. He has been the chairman of OTP Bank's Nomination Committee since 2020.

As of 31 December 2020 he held 54 ordinary OTP shares.



**Dr. József Gábor Horváth**  
Deputy Chairman of the Supervisory Board  
Lawyer

Dr. József Gábor Horváth earned a degree in law from Eötvös Loránd University in Budapest in 1980. From 1983 he worked for the Hungarian State Development Bank. From 1986 he worked for the Hungarian State Development Bank. He has been a lawyer since 1986, and since 1990 has run his own law firm, which specialises in corporate finance and corporate governance. His main fields of expertise are corporate finance and corporate governance. He has been a member of the Supervisory Board of OTP Bank since 1995, and was a member of MOL Plc.'s Board of Directors between 1999 and 2014. He has been Deputy Chairman of OTP Bank's Supervisory Board since 2007. He was a member of OTP Bank's Audit Committee between 2007 and 2011, and has been again since 2014. He has been a member of OTP Bank's Nomination Committee since 2020. He was a member of the Board of Directors of INA Industrija Nafta d.d. from 2014 to 2018. As of 31 December 2020 he held no ordinary OTP shares.



**Olivier Péqueux**  
Chairman  
Groupama-Avic Property Insurance Company Ltd.

Mr. Olivier Péqueux graduated from the Institute of Actuaries of France and Polytechnique School and ENSAE Paris Tech. He started work in 1998 as an insurance commissioner for the French Insurance Supervisory Authority. In 2003, he joined the French Ministry of Finance to take part in the reform of the pension laws and the establishment of a pension fund for French civil servants. He then became technical adviser to the French Minister of Health and Pensions. In 2005, he joined Groupama Group, first in charge of the actuary and accounting department of Gan Patrimoine, a life insurance company, and then in 2007 as Chief Financial Officer of Groupama Paris Val de Loire. He moved to China in March 2011 as deputy CEO of Groupama China, where he was in charge of finance, actuary matters and investments in the joint venture between Groupama and AVIC. From 2015 to 2017, he was the CEO of Groupama AVIC. Since March 2018, he has been the International Director of Groupama Assurances Mutuelles. Since September 2020, he has been Deputy CEO of Groupama Assurances Mutuelles. He has been a member of the Supervisory Board and Audit Committee of OTP Bank since 2018. As of 31 December 2020 he held no ordinary OTP shares.



**Dr. Márton Gellért Vági**  
General Secretary  
Hungarian Football Association

Dr. Márton Gellért Vági graduated in 1987 from the department of foreign economics at the Karl Marx University of Economic Science (today the Corvinus University of Budapest). From 1987 to 2000 he was a member of the university faculty, in the capacity of associate professor and head of department from 1994 onwards. He holds a university doctorate and a PhD in economics. He has authored or co-authored more than 80 research papers, essays and books. Between 2000 and 2006 he worked at the State Holding and Privatisation Co. (ÁPV Zrt.), as managing director, deputy CEO and then CEO. Between 2006 and 2010 he was Chairman of the National Development Agency. In various periods between 2000 and 2010, he was the Chairman of the Board of Directors of Magyar Villamos Művek, Paks Nuclear Power Plant and the National Textbook Publishing House. Between 2002 and 2010, he was a member of the Board of Directors of Földhitel és Jelzálogbank Nyrt., and the Chairman of the Board of Directors for 4 years. Since 2010 he has been general secretary of the Hungarian Football Association. He has been a member of UEFA's HatTrick Financial Assistance Committee since 2011. He has been a member of FIFA's Financial Committee since 2017. He has been a member of OTP Bank Plc.'s Supervisory Board since 2011. He has been a member of OTP Bank Plc.'s Audit Committee since 2014. He has been a member of OTP Bank Plc.'s Nomination Committee since 2020. As of 31 December 2020 he held 2,000 ordinary OTP shares.

<sup>2</sup> Supervisory Board members are elected by the General Meeting for a term of three years.

## Employee delegates:



### **Klára Bella**

Director  
Corporate Directorate

Mrs. Klára Bella graduated from the College of Finance and Accountancy and later received a degree from the Budapest University of Economic Sciences. From 1992 to 1994 she worked as a clerk at the Fertőszentmiklós branch of OTP Bank. From 1994 to 1995 she was a lending consultant at Polgári Bank. From 1995 to 1996 she worked as a risk manager at the Central Branch of OTP Bank. From 1996 to 1997 she was a credit authorizer in the Credit Approval and Risk Management Division. From 1997 to 2010 she was Deputy Executive Director at the Central Branch. From 2010 to 2016 she was Director at the Central Branch. Between 2017 and 2020, he was Director of the Corporate Directorate. Since 1 July 2020, she has been the Director of the Corporate Department of the Special Financing Directorate. She has been a member of OTP Bank's Supervisory Board, and representative of the Bank's employees, since 12 April 2019. As of 31 December 2020 she held 93 ordinary OTP shares.



### **András Michnai**

Managing Director

Mr. András Michnai graduated in 1981 from the College of Finance and Accounting with a degree in business administration. He has been an employee of the Bank since 1974, and until 1981 held a variety of posts in the branch network. Following this he held a management position in the central network coordination department before returning to work in the branch network. From 1994, as deputy management director, he participated in the central coordination of the branch network. Between 2005 and 2014 he headed the Bank's Compliance Department as a managing director. He further expanded his professional skills, earning a Master's degree at the Budapest Business School, and is a registered tax advisor. He has been a member of OTP Bank's Supervisory Board, and representative of the Bank's employees, since 2008. He has been Secretary of OTP Bank's Employees' Trade Union since December 2011. As of 31 December 2020 he held 100 ordinary OTP shares.

# Information for Shareholders

## General company data

### Date of foundation:

31 December 1990, registered by the Metropolitan Court of Budapest as Court of Registration on 28 October 1991 under company registration number 01-10-041585. The latest Bylaws may be requested from the company or may be downloaded from the Bank's website.

### Legal predecessor:

Országos Takarékpénztár, founded 1 March 1949.

### Registered head office

#### of OTP Bank Plc.:

H-1051 Budapest, Nádor utca 16.  
Telephone: +36 1 473 5000  
Fax: +36 1 473 5955

### Share capital:

OTP Bank's share capital as at 31 December 2020 was HUF 28,000,001,000, consisting of 280,000,010 ordinary shares of nominal value HUF 100 each.

## Ownership structure of OTP Bank Plc. as at 31 December 2020:

Description of owner	Total equity					
	1 January 2020			31 December 2020		
	Ownership share	Voting rights <sup>1</sup>	Quantity	Ownership share	Voting rights <sup>1</sup>	Quantity
Domestic institution/company	18.84%	18.86%	52,750,611	20.93%	21.26%	58,605,628
Foreign institution/company	77.01%	77.10%	215,635,699	71.60%	72.73%	200,480,153
Domestic individual	2.98%	2.98%	8,344,202	4.79%	4.87%	13,424,090
Foreign individual	0.13%	0.13%	356,377	0.11%	0.12%	319,346
Employees, senior officers	0.80%	0.80%	2,240,465	0.85%	0.87%	2,393,390
Treasury shares <sup>2</sup>	0.12%	0.00%	323,520	1.55%	0.00%	4,334,140
Government held owner	0.08%	0.08%	219,372	0.08%	0.08%	219,800
International Development Institutions	0.04%	0.04%	122,218	0.04%	0.04%	108,981
Other <sup>3</sup>	0.00%	0.00%	7,546	0.04%	0.04%	114,482
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>	<b>280,000,010</b>	<b>100.00%</b>	<b>100.00%</b>	<b>280,000,010</b>

## Stock exchange listing

The ordinary shares of OTP Bank Plc. are listed on the Budapest Stock Exchange under category "Premium Equity", and the global depository receipts (GDRs) representing the ordinary shares that are traded abroad are listed on the Luxemburg Stock Exchange. (2 GDR represents 1 ordinary shares) Regulation S GDRs are traded on the London SEAQ International, and Rule 144A GDRs are traded in the PORTAL system. The custodian

bank for OTP GDRs is the Bank of New York, and the safekeeping bank is OTP Bank Plc. (Stock exchange symbol for OTP Bank shares: OTP, Reuters: OTP.BU)

## Participation and voting rights at the Annual General Meeting

**According to the current situation due to the virus epidemic, on 22 February 2021 the Parliament passed Act I of 2021 on**

<sup>1</sup> Voting rights in the General Meeting of the Issuer for participation in decision-making.

<sup>2</sup> Treasury shares do not include the OTP shares held by ESOP (OTP Bank Employee Stock Ownership Plan Organization). Pursuant to Act V of 2013 on the Civil Code, OTP shares held by the ESOP are not classified as treasury shares, but the ESOP must be consolidated in accordance with IFRS 10 Consolidated Financial Statements standard. On 31 December 2020 ESOP owned 5,097,255 OTP shares.

<sup>3</sup> Non-identified shareholders according to the shareholders' registry.

**the prevention of the coronavirus pandemic, which extends the validity of Government Decree no. 502/2020 (XI. 16.) on the re-introduction of various provisions on the operation of personal and property pooling organizations in the event of a State of Danger (hereinafter: Government Decree) until 22 May 2021. Pursuant to Section 9 of the Government Decree, during its force, a general meeting with personal attendance may not be held at a public limited company. Pursuant to Section 9 of the Government Decree, the management (Board of Directors) of a public limited company may decide on all issues on the published agenda, including amendments to the Articles of Association, as well as on matters specified in the Government Decree according to which the Board of Directors are entitled to pass resolutions in the competency of the General Meeting. According to the above, the Board of Directors shall decide acting within the competency of the General Meeting on the agendas of the General Meeting on 16 April 2021 (Friday).**

**The Board of Directors shall publish the resolutions brought within the competency of the General Meeting immediately, but not later than within one working day, in accordance with the Articles of Association of the Company on the website of the Company ([www.otpbank.hu](http://www.otpbank.hu)), on the website of the Budapest Stock Exchange (BSE) ([www.bet.hu](http://www.bet.hu)), and on the website operated by the National Bank of Hungary ([www.kozzetetelek.hu](http://www.kozzetetelek.hu)).**

The Company informs its Shareholders that

a) Pursuant to Section 9 (4) of the Government Decree, if the shareholders request the convening of the general meeting in accordance with Section 9 (7) of the Government Decree, for the subsequent approval of the amendment of the articles of association pursuant to Section 9 (2) of the Board of Directors, the amendment of the articles of association shall cease to be valid on the day following the date

of the general meeting convened pursuant to Section 9 (7), if it is not subsequently approved by the general meeting.

b) Pursuant to Section 9 (6) of the Government Decree, the convening of the general meeting may be initiated pursuant to Section 9 (7) for the purpose of subsequent approval of the decision on the financial statements and the use of the after tax profit, with the exception that shareholders have the right to convene the general meeting within 30 days of the publication of the decision of the management on the financial statements and the use of the after tax profit. Failure to meet this deadline, including if the shareholder's application is not received by the public limited company by the last day of the deadline, will result in forfeiture. In case of initiating the convening of the general meeting, the announcement of the general meeting shall be published within 45 days after the termination of the state of danger, if the state of danger has already ceased upon receipt of the shareholder's request, within 45 days of receiving the shareholder's request.

c) Pursuant to Section 9 (7) of the Government Decree, within 30 days after the termination of the state of danger, shareholders holding at least 1% of the votes may request the convening of the general meeting for the subsequent approval of resolutions, on agendas not mentioned in Section 9 (5), of the management acting in the competency of the general meeting during the state of danger. The right to convene a general meeting shall be vested to shareholders who are included in the share register of the public limited company on the basis of the shareholder identification procedure requested and carried out in connection with the general meeting originally announced or published under this Government Decree. The provisions on registration in the share register prior to the general meeting shall apply to the shareholder identification procedure and registration in the share register



carried out pursuant to the announcement. The announcement to the general meeting shall be published within 45 days of the receipt of the shareholder's request within the forfeiture period.

- d) Pursuant to Section 9 (8) of the Government Decree, if the period between the termination of the state of danger and 1 April of the following calendar year is less than 180 days, the convening of the general meeting according to Section 9 (6) and Section 9 (7) is not possible, however, the approval of the resolutions of the general meeting passed by the management of the company during the state of danger may be put on the agenda at the next general meeting.

The Company requests the KELER Central Depository Private Company Limited by Shares (hereinafter: KELER Ltd.) to perform shareholder identification for the date of the decision of Board of Directors acting in the competency of the General Meeting, as a corporate event. **The date of the shareholder identification is 9 April 2021 (Friday).**

The rules pertaining to the shareholder identification process are set out in the latest effective regulations of KELER Ltd.

The Company, at 18:00 Budapest time on the second working day before the decision of the Board of Directors acting in the competency of the Annual General Meeting, shall delete all the data in the Share Register, and concurrently with this it shall register the results of the shareholder identification process in the Share Register, and shall close it with the results of the shareholder identification. After this any entry related to a shareholder's shareholding may only be made,

at the earliest, on the working day following the closure of the decisions of the Board of Directors acting in the competency of the Annual General Meeting.

**Only persons whose names are registered in the Share Register at the time of its closure are entitled to exercise shareholder rights.**

The closure of the Share Register will not limit the right of any person registered in the Share Register in respect of the transfer of his/her shares following the closure of the Share Register. Any transfer of shares prior to the initial day of the Annual General Meeting shall not preclude the right of a person registered in the Share Register to exercise the rights as Government Decree to which he/she is entitled as a shareholder.

## Announcements

OTP Bank Plc. fulfils its disclosure obligations related to corporate events and prescribed in Act CXX of 2001 on the website of the OTP Bank Plc. ([www.otpbank.hu](http://www.otpbank.hu)), on the website of the Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)), and on the website operated by the National Bank of Hungary ([www.kozzetetelek.hu](http://www.kozzetetelek.hu)).

## Investor relations

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# Anti-money laundering measures

Money laundering is any act or attempted act by criminals or other persons to conceal or disguise the identity of obtained proceeds of criminal offences so that they appear to have originated from legitimate sources, for which they may try using the services of financial institutions.

In order to prevent the use of our bank for money-laundering purposes, we do our best to ascertain the true identities of those who would use our services and the rationale of using the services. OTP Bank establishes business relationship only with those clients who give evidence of their true identities in accordance with the relevant legal provisions.

In keeping with the provisions of Act LIII of 2017 on the Prevention and Combating of Money Laundering and Terrorist Financing OTP Bank has introduced, and applies, the following measures and rules:

- It operates an internal control and information system designed to prevent

banking or financial transactions that might enable, or in themselves constitute, money laundering.

- It has internal regulations, in accordance with the Anti-money Laundering Act, MNB Decree 26/2020. (VIII. 25.) and NGM Decree 21/2017. (VIII. 3.)
- The employees of the bank must fulfil their customer due diligence and reporting obligations.
- Compliance with the reporting obligations is not construed as a breach of bank, securities, insurance or business secrets.
- Failure to fulfil the reporting obligation may result in prosecution under criminal law.
- OTP Bank cooperates with the criminal investigation authorities in the investigation of all circumstances suggestive of money laundering.

OTP Bank discloses the customer identification procedure applied by the bank and the related data processing in an Announcement posted in all rooms open for serving customers.

## With trust and responsibility for each other

### Corporate social responsibility

In 2020, OTP Bank **gave a total of HUF 3.704 billion** in charitable donations for empowerment and community building. Dealing with the difficulties of the pandemic was a priority for us; in a challenging period, we helped those who were our first line of defense, as well as those who were already in a very difficult situation: healthcare and

educational institutions and disadvantaged families. Through the Humanit as Social Foundation, OTP Bank provided HUF 1.7 billion in donations to health care institutions, supporting several hospitals, including hospitals in the most disadvantaged areas of the country, with medical devices and 20 ventilators.

As one of Hungary's primary donors, our bank channels its charitable donations mainly through its own foundations, contributing to empowerment (Humanitás Social Foundation) and education (OTP Fáy András Foundation). The Prima Primissima Foundation has in particular donated to 10 organizations that have been disadvantaged by the extraordinary circumstances that have arisen from the pandemic. In order to ensure the efficient and effective use of our resources, our bank has also continued its cooperation with several local NGOs and major strategic partners.

## Developing financial literacy

OTP Bank remains committed to improving financial literacy, which remains the focal point of its social responsibility schemes. In 2019, it **spent a total of HUF 950 million on education**, which was more than half of its total charitable donations. The activities of the Foundation in 2020 were determined mostly by the coronavirus pandemic and the refurbishment of the educational centre in Budapest, which had been started in 2019.

### Digital Training modules developed in-house, using a unique methodology

The **OTP Fáy András Foundation's OK Education Centre** has been playing an active role in the development of young people's financial, economic and management skills, also offering career advice in 2020. Replacing in-person classroom training – due to the pandemic, only 2,212 persons were in attendance – emphasis shifted to digital education programmes. The Fáy digital educational programme was created for students from Years 5 through 12 and consists of live presentations, online videos, e-learning materials and a game application. By the end of the year, the learning materials that had been produced during the year were used by 2,000 students, while the games app (Platypus: A Finlit Story) had over 30 thousand downloads. The app is available without any limitations and free of charge even outside

a school context. Four age-specific outdoor training programmes, each two hours long, were developed to meet the needs of schools. During the year, the Centre also ran a regional educational programme as well as summer camps, and also developed adult educational materials. In order to shape social attitudes and raise awareness, three short films were broadcast 800 times on national commercial channels; these films touched on the subjects of self-care, digital banking solutions and consumer empowerment. The refurbishment of the OK Educational and Innovation Centre was completed, ensuring that the Foundation can deliver its educational programmes at even greater capacities and relying on an even more modern infrastructure.

In addition to its charitable donations, the bank believes in the importance of shaping social attitudes; in 2020, it highlighted the problems of overconsumption. Our aim with the short film *Keep it in the Family!* was also to improve financial literacy and shape attitudes; in this film, two sets of parents and children spoke about money and their relationship with it. The video is available online and has been viewed more than 400,000 times. We also joined the "Élj maradéktalanul!" campaign of the Hungarian Food Bank Association, which encourages reducing food waste.

## Empowerment

In addition to improving public financial literacy, empowerment continues to be a focal point of OTP Bank's CSR endeavours. As part of its socially responsible activities, OTP Bank supports valuable initiatives, encourages its employees to volunteer, and is ready to stand by private individuals who strive to serve noble causes, thus highlighting social issues.

### Volunteering – OTP Local Value

Volunteering has been a tradition at our bank for over ten years. Our employees work with local communities to help those in need; they can apply for funding to the programme

twice a year. In addition to the programmes implemented through application funding, they have also organised volunteering events, with over 2,000 employees taking part.

In addition to local employee initiatives, our Bank also joined the Jótett Bank sector-wide joint volunteer program announced by the Hungarian Banking Association, in the framework of which the members of the organization cooperate in various socially beneficial activities. Employees of OTP Bank took part in Blood Donors Week, a joint initiative of the Hungarian Banking Association, member organizations, the National Blood Supply Service and the Hungarian Red Cross. At the initiative of the Banking Association's Digital Accelerator, our bank has helped educational, social and health care institutions and individuals by offering digital devices for remote education.

#### **Humanitás Social Foundation**

The Foundation's main objective is to support those in need due to social conditions or health problems, by providing funding for the purchase of medicines, medical aids and treatments. In accordance with the principle of equal opportunity, the Foundation – in cooperation with its founder OTP Bank – regularly publishes calls for applications on its website, where private individuals can apply for the Foundation's grants.

By concentrating on healthcare and education, the Humanitás Social Foundation provides support for disadvantaged communities

and persons, in a tender system. In 2020, focused donations to hospitals were its most significant activity.

The Foundation's traditional programmes and activities continued last year. With the Bank's financial support, the Foundation was able to donate 265 PCs and computer screens in 2020 to schools, hospitals, children's homes, institutions serving the disabled, and hospitals.

#### **Play for Prevention**

OTP Bank has been a sponsor of the **"Play for Prevention" programme of the Hungarian Charity Service of the Order of Malta** since 2011. Over the past years, the programme reached out to almost 25,000 children in 825 of Hungary's "most disadvantaged" small communities. In the Christmas seasons over the last 8 years, our bank donated a total of HUF 250 million to support this initiative, using the five mobile playgrounds (minibuses) received from OTP Bank to bring the experience of play to children. This is important because most children from an underprivileged background are unable to bridge the gap on their own.

Through the Charity Service, we offered additional donations and computers to disadvantaged families' children to enable their participation in remote schooling.

For more information about OTP Bank's CSR principles, objectives and current events, please visit [www.otpfenntarthatosag.hu](http://www.otpfenntarthatosag.hu)