



OTP Bank Nyrt.

(incorporated with limited liability in Hungary)

€7,000,000,000

Euro Medium Term Note Programme

This third supplement (the “**Third Supplement**”) to the Base Prospectus dated 27 May 2026 as supplemented by the first supplement dated 11 June 2026, the second supplement dated 10 August 2026 (the “**Base Prospectus**”) constitutes a supplement to the Base Prospectus for the purposes of Article 23(1) of the Prospectus Regulation and is prepared in connection with the €7,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by OTP Bank Nyrt. (the “**Issuer**”).

Terms defined in the Base Prospectus shall have the same meaning when used in this Third Supplement. When used in this Third Supplement, “**Prospectus Regulation**” means Regulation (EU) 2017/1129, as amended.

This Third Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

Application has been made to The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) for the listing of the Programme under which Notes may be issued by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (“**Professional Investors**”) only during the 12-month period after the date of the Base Prospectus on the Hong Kong Stock Exchange. This document is for distribution to Professional Investors only.

Notice to Hong Kong investors: the Issuer confirms that each Tranche of the Notes to be issued under the Programme is intended for purchase by Professional Investors only and, the Programme has been, and the Notes, to the extent that such Notes are to be listed on the Hong Kong Stock Exchange, will be listed on the Hong Kong Stock Exchange on that basis. Accordingly, the Issuer confirms that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

The Hong Kong Stock Exchange has not reviewed the contents of this document, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this document to Professional Investors only have been reproduced in this document. Listing of the Programme or the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes, the Issuer or the OTP Group or quality of disclosure in this document. Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

The Issuer accepts responsibility for the information contained in this Third Supplement. To the best of the knowledge of the Issuer, the information contained in this Third Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

By approving this Supplement, the *Commission de Surveillance du Secteur Financier* (CSSF) gives no undertaking as to the economic and financial soundness of the operation or the quality or solvency of the Issuer.

This Third Supplement, together with the Base Prospectus, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuer and the OTP Group. The Issuer accepts full responsibility for the accuracy of the information contained in this document and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Purpose of the Supplement

The purpose of this Third Supplement is to (a) update the Base Prospectus to reflect the application for the listing of the Programme and the Notes issued or to be issued pursuant to the Programme on the Singapore Exchange Securities Trading Limited (the “SGX-ST”) and to include related amendments to the Base Prospectus and (b) to update the Base Prospectus for recent developments.

Copies of this Third Supplement and the Base Prospectus are available on the Luxembourg Stock Exchange’s website (www.luxse.com), on the Hong Kong Stock Exchange’s website (www.hkexnews.hk), on the website of the SGX-ST (<https://www.sgx.com/>) and on the website of the Issuer (<https://www.otpgroup.info/investor-relations/capital-market/issues>).

Updates to the Base Prospectus

By virtue of this Third Supplement:

- (a) the following shall be included immediately after the paragraph starting with “*The Hong Kong Stock Exchange has not reviewed the contents of this document.....*” on the cover page of the Base Prospectus:

“Application has been made to the Singapore Exchange Securities Trading Limited (the “SGX-ST”) for permission to deal in, and for the listing and quotation of any Notes to be issued pursuant to the Programme and which are agreed at or prior to the time of issue thereof to be so listed on the SGX-ST. Such permission will be granted when such Notes have been admitted to the Official List of the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Admission to the Official List of the SGX-ST and quotation of any Notes on the SGX-ST are not to be taken as an indication of the merits of the Issuer, the Programme or the Notes. There is no assurance that the application to the Official List of the SGX-ST for the listing of the Notes of any Series (as defined below) will be approved.”;

- (b) the paragraph starting with “*Notice of the aggregate nominal amount of Notes, interest (if any) payable.....*” on the cover page of the Base Prospectus shall be deleted and replaced with the following:

“Notice of the aggregate nominal amount of Notes, interest (if any) payable in respect of Notes, the issue price of Notes and any other terms and conditions not contained herein which are applicable to each Tranche (as defined under “*General Description of the Programme*” below) of Notes will be set out in the Final Terms (as defined below) which with respect to Notes to be listed on the Hong Kong Stock Exchange and/or the SGX-ST, will be delivered to the Hong Kong Stock Exchange and/or the SGX-ST respectively, on or before the date of issue of the Notes of such Tranche.”;

- (c) the following shall be inserted immediately after the row “*Hong Kong Listing Agent: Allen Overy Shearman Sterling*” in the section entitled “*General Description of the Programme*”, on page 12 of the Base Prospectus:

“**Singapore Listing Agent:** Allen Overy Shearman Sterling LLP”;

- (d) the following shall be included after the paragraph starting with “*Application has been made to the Hong Kong Stock Exchange for the listing of the Programme under which.....*” in the sub-section entitled “*Admission to Listing and Trading*” in the section entitled “*General Description of the Programme*” on page 13 of the Base Prospectus:

“Application has been made to the SGX-ST for permission to deal in, and for the listing and quotation of, any Notes to be issued pursuant to the Programme and which are agreed at or prior to the time of issue thereof to be so listed on the SGX-ST. Such permission will be granted when such Notes have been admitted to the Official List of the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Admission to the Official List of the SGX-ST and quotation of any Notes on the SGX-ST is not to be taken as an indication of the merits of the Issuer, the Programme or the Notes. There is no assurance that the application to the Official List of the SGX-ST for the listing of the Notes of any Series will be approved.

For so long as any Notes are listed on the SGX-ST and the rules of the SGX-ST so require, such Notes listed on the SGX-ST will be traded on the SGX-ST in a minimum board lot size of at least 200,000 Singapore Dollars (“S\$”) (or its equivalent in other currencies). For so long as any Notes are listed on the SGX-ST and the rules of the SGX-ST so require, the Issuer shall appoint and maintain a paying agent in Singapore, where such Notes may be presented or surrendered for payment or redemption, in the event

that the Global Note is exchanged for definitive Notes. In addition, in the event that the Global Note is exchanged for definitive Notes, an announcement of such exchange will be made by or on behalf of the Issuer through the SGX-ST and such announcement will include all material information with respect to the delivery of the definitive Notes, including details of the paying agent in Singapore.”

- (e) points 1-5 in the section entitled “*Information Incorporated by Reference*” on pages 54-55 of the Base Prospectus shall be deleted and replaced with the following:

“

1. the audited consolidated financial statements of the Issuer for the year ended 31 December 2025 is available on the Issuer’s website at: https://www.otpgroup.info/static/sw/file/IFRS_konsz_2025_e.pdf (the “**Accounts 2025**”) including the information set out at the following pages in particular:

Consolidated Statement of Financial Position	Page 5
Consolidated Statement of Profit or Loss	Pages 6-7
Consolidated Statement of Comprehensive Income	Page 8
Consolidated Statement of Changes in Equity	Page 9
Consolidated Statement of Cash-Flows	Pages 10-11
Notes to the Consolidated Financial Statements	Pages 12-222

The above mentioned document is an unofficial English translation of the Accounts 2025 that were originally prepared in Hungarian language.

The above mentioned sections of the Accounts 2025 incorporated by reference are also available on the website of the Budapest Stock Exchange at https://www.bet.hu/newkibdata/129441338/260417_Integrated_report_e_final_064.pdf on the following pages:

Consolidated Statement of Financial Position	Page 512
Consolidated Statement of Profit or Loss	Pages 513-514
Consolidated Statement of Comprehensive Income	Page 515
Consolidated Statement of Changes in Equity	Page 516
Consolidated Statement of Cash-Flows	Pages 517-518
Notes to the Consolidated Financial Statements	Pages 519-729

This additional information is provided for the purpose of the listing of the Programme on the SGX-ST.

2. the full independent auditor’s report in respect of the audited consolidated financial statements of the Issuer for the year ended 31 December 2025 is available on the website of the Issuer at: https://www.otpgroup.info/static/sw/file/260417_Audited_report_konsz_062_e.pdf and on the website of the Budapest Stock Exchange https://www.bet.hu/newkibdata/129441270/260417_Audited_report_konsz_062_e.pdf (the “**Independent Auditor’s Report 2025**”).

The Independent Auditor’s Report 2025 is unqualified.

The above mentioned document is an unofficial English translation of the Independent Auditor’s Report 2025 that was originally prepared in Hungarian language.

3. the audited consolidated financial statements of the Issuer for the year ended 31 December 2024 is available on the Issuer's website at: https://www.otpgroup.info/static/sw/file/IFRS_konsz_2024_e.pdf (the “**Accounts 2024**”) including the information set out at the following pages in particular:

Consolidated Statement of Financial Position	Page 5
Consolidated Statement of Profit or Loss	Pages 6-7
Consolidated Statement of Comprehensive Income	Page 8
Consolidated Statement of Changes in Equity	Page 9
Consolidated Statement of Cash-Flows	Pages 10-11
Notes to the Consolidated Financial Statements	Pages 12-237

The above mentioned document is an unofficial English translation of the Accounts 2024 that were originally prepared in Hungarian language.

The above mentioned sections of the Accounts 2024 incorporated by reference are also available on the website of the Budapest Stock Exchange at https://www.bet.hu/newkibdata/129242762/250425_Integrated_report_e_final_093.pdf on the following pages:

Consolidated Statement of Financial Position	Page 542
Consolidated Statement of Profit or Loss	Pages 543-544
Consolidated Statement of Comprehensive Income	Page 545
Consolidated Statement of Changes in Equity	Page 546
Consolidated Statement of Cash-Flows	Pages 547-548
Notes to the Consolidated Financial Statements	Pages 549-774

This additional information is provided for the purpose of the listing of the Programme on the SGX-ST.

4. the full independent auditor's report in respect of the audited consolidated financial statements of the Issuer for the year ended 31 December 2024 is available on the Issuer's website at: https://www.otpgroup.info/static/sw/file/250425_Audit_report_konsz_091_e.pdf and on the website of the Budapest Stock Exchange: https://www.bet.hu/newkibdata/129242670/250425_Audit_report_konsz_091_e.pdf (the “**Independent Auditor's Report 2024**”).

The Independent Auditor's Report 2024 is unqualified.

The above mentioned document is an unofficial English translation of the Independent Auditor's Report 2024 that was originally prepared in Hungarian language.

5. the unaudited interim financial information of the Issuer for the three months ended 31 March 2026 are available on the website of the Issuer at: https://www.otpgroup.info/static/sw/file/OTP_20261Q_e_final.pdf (the “**1Q 2026 Interim Financial Information**”) including the information set out at the following pages in particular:

Consolidated Statement of Financial Position	Page 44
(unaudited)	

Consolidated Statement of Recognised Income Page 46
(unaudited)

Consolidated Statement of Changes in Shareholders' Equity (unaudited) Page 47

Consolidated Statement of Cash Flows (unaudited) Page 49

Notes to the Consolidated Financial Statements Pages 63-67
(unaudited)

The above mentioned document is an unofficial English translation of the 1Q 2026 Interim Financial Information that were originally prepared in Hungarian language.

The above mentioned sections of the 1Q 2026 Interim Financial Information incorporated by reference are also available on the website of the Budapest Stock Exchange at https://www.bet.hu/newkibdata/129462507/OTP_20261Q_e_final.pdf on the following pages:

Consolidated Statement of Financial Position Page 44
(unaudited)

Consolidated Statement of Recognised Income Page 46
(unaudited)

Consolidated Statement of Changes in Shareholders' Equity (unaudited) Page 47

Consolidated Statement of Cash Flows (unaudited) Page 49

Notes to the Consolidated Financial Statements Pages 63-67
(unaudited)

”;

- (f) the paragraph starting with *“In addition to the above, the following information shall be incorporated.....”* in the section entitled *“Information Incorporated by Reference”* on page 56 of the Base Prospectus shall be deleted and replaced with the following:

“In addition to the above, the following information shall be incorporated in, and form part of, this Base Prospectus as and when it is published on the Issuer’s website at <https://www.otpgroup.info/investor-relations/reports/ifrs> or on the website of the Budapest Stock Exchange at [https://bse.hu/pages/company_profile/\\$issuer/1604](https://bse.hu/pages/company_profile/$issuer/1604) in accordance with the requirements of the Prospectus Regulation during the 12-month period of validity of this Base Prospectus:”;

- (g) the following shall be included immediately after the paragraph starting with *“[Application will be made to the Hong Kong Stock Exchange for the listing.....”* in the section entitled *“(i) Listing and admission to trading:”* in part B of the Form of the Final Terms on page 139 of the Base Prospectus:

“[Application [has been]/[will be] made for the listing and quotation of the Notes on the Official List of the Singapore Exchange Securities Trading Limited (the “SGX-ST”). Expected effective listing date of the Notes on the SGX-ST is [Insert one Singapore business day after Issue Date].”

- (h) the following shall be included immediately after the paragraph starting with *“On 14 April 2026, the Issuer received ”* in the sub-section entitled *“Share buyback”* on page 179 of the Base Prospectus:

On 9 October 2026, the Issuer received an individual authorisation from MNB allowing it to buyback its own shares in the total amount of HUF 50 billion before 31 March 2027. The full amount of the share buybacks were deducted immediately from the own funds of the Issuer.”;

- (i) the following shall be included immediately after the third paragraph starting with *“Application has been made to the Hong Kong Stock Exchange for the listing of the Programme.....”* in the section entitled *“General Information”* on page 249 of the Base Prospectus:

"4. Application has been made to the SGX-ST for permission to deal in, and for the listing and quotation of, any Notes to be issued pursuant to the Programme and which are agreed at or prior to the time of issue thereof to be so listed on the SGX-ST. Such permission will be granted when such Notes have been admitted to the Official List of the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Admission to the Official List of the SGX-ST and quotation of any Notes on the SGX-ST are not to be taken as an indication of the merits of the Issuer, the Programme or the Notes. There is no assurance that the application to the Official List of the SGX-ST for the listing of the Notes of any Series will be approved. For so long as any Notes are listed on the SGX-ST and the rules of the SGX-ST so require, such Notes listed on the SGX-ST will be traded on the SGX-ST in a minimum board lot size of at least S\$200,000 (or its equivalent in other currencies).

For so long as any Notes are listed on the SGX-ST and the rules of the SGX-ST so require, the Issuer shall appoint and maintain a paying agent in Singapore, where such Notes may be presented or surrendered for payment or redemption, in the event that the Global Note is exchanged for definitive Notes. In addition, in the event that the Global Note is exchanged for definitive Notes, an announcement of such exchange will be made by or on behalf of the Issuer through the SGX-ST and such announcement will include all material information with respect to the delivery of the definitive Notes, including details of the paying agent in Singapore."

- (j) the following shall be included immediately after the "*HONG KONG LISTING AGENT*" on the last page of the Base Prospectus:

SINGAPORE LISTING AGENT

Allen Overy Shearman Sterling LLP

2 Central Boulevard

#45-01 West Tower

IOI Central Boulevard Towers

Singapore 018916

General Information

To the extent that there is any inconsistency between (a) any statement in this Third Supplement and (b) any statement in the Base Prospectus or incorporated by reference into the Base Prospectus, the statement in (a) above will prevail.

Save as disclosed in this Third Supplement, there is no other significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus since the publication of the Base Prospectus.