

**Disclosure according to Section 312/A. of the Hungarian Companies Act – Declaration on remuneration guidelines of OTP Bank Plc.**

According to the provisions of Section 312/A. of Act IV of 2006 on Business Associations, OTP Bank Plc. hereby discloses all monetary and non-monetary types of compensation provided for the members of the Board of Directors, the Supervisory Board and Audit Committee of the Company in 2009, broken down to individual members and legal titles:

Name	Position	Legal title of the compensation	Amount of the compensation (HUF/month)	Total compensation in 2009 (HUF)
<b>Members of the Board of Directors</b>				
Dr. Sándor Csányi	Chairman	Compensation for the Membership	710,000	8,520,000
Dr. Antal Pongrácz	Deputy Chairman <sup>1</sup>	Compensation for the Membership	610,000	7,320,000
Mihály Baumstark	Member (non-executive)	Compensation for the Membership	610,000	7,320,000
Dr. Tibor Biró	Member (non-executive)	Compensation for the Membership	610,000	7,320,000
Péter Braun	Member	Compensation for the Membership	610,000	7,320,000
Dr. István Kocsis	Member (non-executive)	Compensation for the Membership	610,000	7,320,000
Dr. Sándor Pintér	Member (non-executive)	Compensation for the Membership	610,000	7,320,000
Dr. György Szapáry	Member (non-executive)	Compensation for the Membership	610,000	7,320,000
Dr. László Utassy	Member	Compensation for the Membership	610,000	7,320,000
Dr. József Vörös	Member (non-executive)	Compensation for the Membership	610,000	7,320,000
Dr. László Urbán	Member <sup>2</sup>	Compensation for the Membership	610,000	4,270,000
<b>Members of the Supervisory Board</b>				
Tibor Tolnay	Chairman	Compensation for the Membership	690,000	8,280,000
Dr. Gábor Horváth	Deputy Chairman	Compensation for the Membership	690,000	8,280,000
Jean-Francois Lemoux	Member <sup>3</sup>	Compensation for the Membership	550,000	
Antal Kovács	Member (employee)	Compensation for the Membership	550,000	6,600,000
András Michnai	Member (employee)	Compensation for the Membership	550,000	6,600,000
Csaba Nagy	Member <sup>4</sup>	Compensation for the Membership	550,000	2,325,000
<b>Members of the Audit Committee</b>				
Dr. Gábor Horváth	Chairman	Compensation for the Membership	0	0
Tibor Tolnay	Member	Compensation for the Membership	0	0
Jean-Francois Lemoux	Member	Compensation for the Membership	0	0
Csaba Nagy	Member <sup>4</sup>	Compensation for the Membership	0	0

Beyond the honorarium, entertainment allowance is provided for the non-executive members of the Board of Directors in the amount of HUF 500,000 on an annual basis.

30 March 2010

<sup>1</sup> from 9 June 2009

<sup>2</sup> until 31 July 2009

<sup>3</sup> The amount of the honorarium is transferred to the Groupama S.A.

<sup>4</sup> between 24 April 2009 and 1 September 2009