

**Policies and Guidelines on the Nomination of
Members of the Management Bodies of
OTP Bank Plc.**

1. Nomination Committee of OTP Bank Plc.

The Nomination Committee of OTP Bank Plc is responsible for conducting the procedure for selecting members of the management bodies, recommending candidates for membership in these bodies, and adopting the strategy necessary for this process.

The Nomination Committee of OTP Bank Plc consists of three members, all of whom are independent members of the Supervisory Board and are not employed by the OTP Bank Group. The Head of the Human and Organizational Development Directorate is a permanent invitee to the Committee's meetings.

The operation of the Nomination Committee is governed by the Rules of Procedure of the Nomination Committee of OTP Bank Plc.

2. Procedure for Selecting Members of the Management Bodies.

In the course of selecting members of the management bodies and succession planning, the Nomination Committee of OTP Bank Plc considers both internal and external candidates and takes into account proposals from both internal and external sources. Where necessary, the Committee may seek support from international executive search firms and has adequate financial resources available for this purpose.

For the Board of Directors, internal members may only be selected from among the Bank's deputy CEOs, the CEO, and the Chair of the Board of Directors employed by the Bank, as prescribed by applicable law. External members may only be considered from among candidates who are not employed by the Bank but possess appropriate professional qualifications.

For the Supervisory Board, as a general rule, candidates must be external and independent of the Bank, except that the Works Council of the Bank is entitled to delegate a number of candidates corresponding to one-third of the Supervisory Board members. Since, under the Hungarian Civil Code, the General Meeting is obliged to elect the candidates delegated by the Works Council, in their case the Nomination Committee may assess only whether they meet the legal fitness and propriety requirements.

Members of the Audit Committee are selected from among the members of the Supervisory Board. Accordingly, the Nomination Committee must ensure that the Supervisory Board includes at least one member who can also be delegated to the Audit Committee and holds an advanced degree in accounting.

During the nomination process, the Nomination Committee pays attention and strives to ensure compliance with the Bank's gender diversity objectives and aims to secure professional

diversity within the management bodies. This includes the professional diversity necessary for covering thematic responsibilities such as the framework for managing ICT risks, anti-money laundering and counter-terrorist financing, and compliance with ESG requirements.

The assessment of the suitability of potential candidates requires the cooperation of several professional areas. Typically, the HR, Compliance, and Bank Security units participate in the assessment process and support the members of the Nomination Committee throughout the selection procedure.

The members of the Nomination Committee, with the support of the functions mentioned above, review and discuss the proposals concerning potential candidates and subsequently rank them based on the selection criteria described below. Following the professional discussions and the ranking process, the Chair of the Nomination Committee submits to the Committee the proposals regarding the candidate(s) who best meet the selection criteria. After reviewing and discussing the complete assessment documentation, the Nomination Committee decides which candidate it will recommend for appointment to the Board of Directors, the Supervisory Board, or the Audit Committee.

Following the official nomination, partial fitness and propriety assessments are conducted by the relevant functions, and a summary assessment report is prepared.

Once the internal fitness and propriety assessment has been completed, the Bank initiates the process with the National Bank of Hungary to obtain the regulatory approvals required for the appointment of the candidates.

The final decision on the proposal approved by the Nomination Committee - after the prior approval of the Board of Directors and the Supervisory Board - is taken by the General Meeting of the Bank.

3. Criteria for Selecting Members of the Management Bodies and Evaluating Candidates.

3.1. Individual Criteria

- **Experience:** Candidates must have extensive professional experience and demonstrate past achievements in business, finance, government, education, law, technology, or other areas relevant to the operations of the Group.
- **Appropriate qualifications:** Each candidate must possess an educational or professional background that enables an understanding of key issues affecting financial institutions, including corporate governance, regulatory obligations of public issuers, banking operations, human resources, technology, climate- and environment-related risks, and strategic business planning.

- **Time commitment:** Candidates must be willing and able to devote the time necessary to perform their duties, including preparation for meetings and active participation in the sessions of the management body.
 - **Integrity and judgment:** Each candidate must demonstrate a high level of personal and professional integrity, have an unquestionable ethical history, and be capable of making well-founded business decisions across a broad range of professional matters.
 - **Independence (for independent members of the management bodies):** Candidates must be independent of the Bank's management and must not hold any position or have any relationship that could influence their decisions.
 - **Conflict of interest:** It is a fundamental business interest and legal obligation of the Bank to ensure that the personal interests of the members of its management bodies do not conflict with the business interests and obligations of the Bank, the OTP Group, or its clients. Given the organisational and governance structure of the Bank and the complexity of its universal banking activities, conflicts of interest may arise in various areas and forms; therefore, a comprehensive assessment is required. This examination also includes assessing the candidate's ability to think independently and free from undue influence. The Compliance and HR functions conduct this assessment jointly.
- Business reliability:** Candidates must be morally impeccable and must not be involved in any matter that could call their good business reputation into question (e.g. criminal proceedings, financial misconduct). To assess this requirement, the Bank Security function conducts a human-risk assessment, which includes reviewing the candidate's declarations, CV, publicly available information, and the content of their certificate of good conduct.

3.2. *Criteria for the Collective Suitability of the Management Body*

It is important to highlight that when formulating proposals regarding the composition of a management body, the Nomination Committee must take into account that the body as a whole must collectively possess all the competencies required, which include:

- competencies aligned with the requirements of the business model
- competencies relating to corporate governance
- competencies necessary for risk management, compliance, and control
- competencies required for leadership and decision-making.

As these competencies are expected from the management body as a whole, the absence of certain competencies on the part of an individual candidate does not automatically render the candidate unsuitable. However, if changes occur within the management body that affect its overall collective suitability, the Bank is obliged to take appropriate measures to restore collective suitability, which may include continuous professional training for members of the management bodies.