

Proposal on the addition of new Article 11 Section 13 of the 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.

[11.§ The Supervisory Board]

11.13. a) The Supervisory Board may pass valid resolutions without holding a meeting if the board members send their vote – given in respect of the draft resolution sent to them – in writing, in an original copy, to the registered office of the Company within 15 days.

b) For the voting conducted by the Supervisory Board in the manner defined in point a.) to be valid, the votes of more than two-third of the members but at least 3 members of the Supervisory Board must be cast in a valid manner.

c) The detailed rules on written voting are defined in the Rules of Procedure of the Supervisory Board.

d) Instead of personally attending the meetings, members of the Supervisory Board may also exercise their members' rights at board meetings by using an electronic communication device suitable for identifying the member and assuring mutual and unrestricted communication between the members.

Reasoning:

Basis for amending the Articles of Association in view of the pandemic situation, the emergency legislation in force allows OTP Bank Plc.'s governing bodies, including the Supervisory Board, to make decisions flexibly without holding a meeting. In order for this practice to continue even after the end of the emergency, it is justified that the conditions of the written voting of the Supervisory Board be indicated in the Articles of Association in accordance with the provisions of the Credit Institutions Act. The addition also covers the conditions for holding an electronic (conference) meeting in order to ensure flexible operation.

RESOLUTION PROPOSAL No./2021 OF THE BOARD OF DIRECTORS

The Board of Directors acting in the competency of the Annual General Meeting accepts the addition of new Article 11 Section 13 of the Articles of Association in accordance with the proposal of the Board of Directors, as per the annex of the resolution.