

Proposal on the amendment of Article 6 Section 6 and Article 9 Section 12 of the OTP Bank Plc.'s Articles of Association

The text of the Articles of Association is in Times New Roman font, new text is indicated by double underlining and ~~deleted text~~ is indicated by strikethrough.

1. Technical amendment due to the change in the form of operation of the Budapest Stock Exchange

Proposed Text:

[Rights and obligations of shareholders]

- 6.6. The Company informs its shareholders and the capital market about its operation and business activity at the general meetings, and through the general meeting documentation and the disclosures prescribed under the Capital Markets Act, the Investment Services Act and the regulations of the Budapest Stock Exchange Plc. (hereinafter: BSE). (...)

Justification:

As of 7 June 2023, the form of operation of the Budapest Stock Exchange Plc. has been changed from a private limited company to a public limited company, and therefore Article 6 Section 6 of the Articles of Association has been clarified.

2. Exception rule in the Articles of Association regarding the deadline for the submission of written votes by board members

Proposed Text:

[The Board of Directors]

- 9.12. (...)
b.) The Board of Directors 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. The Chairman of the Board of Directors has the right, in justified cases, to stipulate a shorter deadline than 15 days, but not less than 1 working day, for the submission of votes.

Justification:

The rules of the Board of Directors of the Company for taking decisions without holding a meeting are clarified by providing that, in the case of taking decisions without holding a meeting, the Chairman of the Board of Directors is entitled, in justified cases, to set a time limit for the submission of votes shorter than 15 days, but not less than 1 working day. The deletion of the text "in an original copy" is justified by the fact that the form of casting the vote has changed: instead of a paper-based ballot, the vote is sent in an electronic, closed system or in an electronically signed form, and the term "original" has lost his meaning. The other changes are of a technical nature.

Text of resolution proposal:

The Annual General Meeting decides to amend the Articles of Association by way of a single resolution in accordance with the proposal of the Board of Directors.

Text of resolution proposal:

The Annual General Meeting approves the amendment of Article 6 Section 6 and Article 9 Section 12 of the Articles of Association in accordance with the proposal of the Board of Directors, as per the annex to the minutes of the Annual General Meeting.