

Proposal on the amendment of Article 4, Article 8 Section 3 and Article 11/A Section 2 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. Amendment due to change in TEÁOR numbers

Proposed Text:

[Article 4 The Company's activities]

The Company's core activity:

~~TEÁOR 64.19~~ ~~Other monetary intermediation~~

The Company's other activities:

~~(TEÁOR 64.91)~~ ~~Financial leasing~~

~~(TEÁOR 64.99)~~ ~~Other financial service activities, except insurance and pension funding
n.e.e.~~

~~(TEÁOR 66.12)~~ ~~Security and commodity contracts brokerage~~

~~(TEÁOR 66.19)~~ ~~Other activities auxiliary to financial services, except insurance and
pension funding~~

~~(TEÁOR 66.22)~~ ~~Activities of insurance agents and brokers~~

~~(TEÁOR 66.30)~~ ~~Fund management activities~~

~~(TEÁOR 69.20)~~ ~~Accounting, bookkeeping and auditing activities, tax consultancy~~

~~(TEÁOR 68.20)~~ ~~Renting and operating of own or leased real estate~~

~~(TEÁOR 85.59)~~ ~~Other education n.e.e.~~

~~(TEÁOR 56.29)~~ ~~Other food service activities~~

The Company's core activity:

6419'25 Other monetary intermediation

The Company's other activities:

1723'25 Manufacture of paper stationery

1812'25 Other printing

1813'25 Pre-press and pre-media services

1814'25 Binding and related services

1820'25 Reproduction of recorded media

4941'25 Freight transport by road

4942'25 Removal services

5210'25 Warehousing and storage

5221'25 Service activities incidental to land transportation

5224'25 Cargo handling

5225'25 Logistics service activities

5226'25 Other support activities for transportation

5320'25 Other postal and courier activities

5520'25 Holiday and other short-stay accommodation

5811'25 Publishing of books

5813'25 Publishing of journals and periodicals

5819'25 Other publishing activities, except software publishing

6020'25 Television programming, broadcasting and video distribution activities

6039'25 Other content distribution activities

<u>6220'25</u>	<u>Computer consultancy and computer facilities management activities</u>
<u>6290'25</u>	<u>Other information technology and computer service activities</u>
<u>6310'25</u>	<u>Computing infrastructure, data processing, hosting and related activities</u>
<u>6492'25</u>	<u>Other credit granting</u>
<u>6499'25</u>	<u>Other financial service activities, except insurance and pension funding n.e.c.</u>
<u>6612'25</u>	<u>Security and commodity contracts brokerage</u>
<u>6619'25</u>	<u>Other activities auxiliary to financial services, except insurance and pension funding</u>
<u>6622'25</u>	<u>Activities of insurance agents and brokers</u>
<u>6630'25</u>	<u>Fund management activities</u>
<u>6820'25</u>	<u>Rental and operating of own or leased real estate</u>
<u>6920'25</u>	<u>Accounting, bookkeeping and auditing activities; tax consultancy</u>
<u>7491'25</u>	<u>Patent brokering and marketing service activities</u>
<u>7499'25</u>	<u>All other professional, scientific and technical activities n.e.c.</u>
<u>8009'25</u>	<u>Security activities n.e.c.</u>
<u>8292'25</u>	<u>Packaging activities</u>
<u>8559'25</u>	<u>Other education n.e.c.</u>
<u>9510'25</u>	<u>Repair and maintenance of computers and communication equipment</u>

Justification:

In line with the amendment of the new, EU-wide numbering of the Unified Sectoral Classification System of Economic Activities (TEÁOR) on 1 January 2025, the new TEÁOR numbers for both the Bank's main activity and its other activities will be introduced in Article 4 of the Articles of Association.

2. Deletion of the 12-month limitation on the validity period of the general meeting proxy

Proposed Text:

[Article 8 The Company's General Meeting]

8.3. The shareholders may exercise their right to participate and vote at the General Meeting either in person or through a proxy. The letter of proxy must be presented in the form of a notarised document or a private deed of full probative force, and a copy must be handed over at the place and during the period specified in the announcement on the convening of the General Meeting. ~~The letter of proxy may be valid for one general meeting or for a specified period, but for a maximum of twelve months.~~ The letter of proxy – in the absence of a provision to the contrary – shall extend to a general meeting convened to continue a suspended general meeting, or a general meeting that has been reconvened due to lack of quorum.

Justification:

In line with the amendment of the General Terms of the Budapest Stock Exchange Plc. which stipulates as Listing and continued trading condition, the 12-month limitation on the validity period of the power of attorney granted to represent a shareholder at the general meeting will be deleted. This allows any shareholder to grant a power of attorney to represent him/her at the general meeting, even for several years and several general meetings, with a single document, without having to renew this power of attorney annually.

3. Complementing the tasks of the Audit Committee

Proposed text:

[Article 11/A Audit Committee]

11/A.2. The Audit Committee performs its duties as specified in the legislation, in particular, assists the Supervisory Board with the auditing of the financial reporting system, with the selection of an auditor and cooperation with the auditor, monitor the effectiveness of the Company's internal quality control and risk management systems and its financial reporting process and submit recommendations or proposals where deemed necessary, monitor the statutory audit of the annual and consolidated annual account, furthermore review and monitor the independence of licensed statutory auditors or the audit firms in accordance with the relevant legislation.

In addition, in relation to the sustainability report, it monitors the effectiveness of internal controls affecting sustainability reporting, the sustainability reporting process, the activities aimed at providing assurance on the sustainability report and the consolidated sustainability report and formulates recommendations if necessary. It monitors the independence of the auditor selected to provide assurance on the sustainability report, and informs the General Meeting about the results of the activities aimed at providing assurance on the sustainability report, presenting its contribution to the integrity of the report.

Justification:

With regard to corporate reporting related to sustainability, the tasks of the Audit Committee had been supplemented by the amendment of the Act CCXXXVII. of 2013 on Credit Institutions and Financial Enterprises. In addition to complying with the amendment to the law, we propose to supplement Article 11/A Section 2 of the Articles of Association with a general provision, partly in order to address the amendment to the current law and partly in order to address any future amendments that are not yet known, in such a way that it is recorded that the Audit Committee carries out its activities in accordance with the provisions of the law.