

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 2011, broken down to individual members and legal titles:

Name	Position	Amount of the compensation			The total amount of compensations in 2011 (HUF)
		until 30 April 2011	from 1 May 2011		
		HUF/month	HUF/month	OTP share piece/month ¹	
Board of the Directors					
Dr. Sándor Csányi	Chairman	750,000	780,000	1,000	9,240,000
Dr. Antal Pongrácz	Deputy Chairman	725,000	755,000	900	8,940,000
Mihály Baumstark	Member (non-executive)	645,000	670,000	800	7,940,000
Dr. Tibor Bíró	Member (non-executive)	645,000	670,000	800	7,940,000
Péter Braun	Member	645,000	670,000	800	7,940,000
Dr. István Kocsis	Member (non-executive)	645,000	670,000	800	7,940,000
Zsolt Hernádi	Member (non-executive) ²	645,000	670,000	800	5,390,714
Dr. György Szapáry	Member (non-executive) ³	645,000	---	---	645,000
Dr. László Utassy	Member (non-executive)	645,000	670,000	800	7,940,000
Dr. József Vörös	Member (non-executive)	645,000	670,000	800	7,940,000
Supervisory Board					
Tibor Tolnay	Chairman	725,000	1,500,000	---	14,900,000
Dr. Gábor Horváth	Deputy Chairman	725,000	1,300,000	---	13,300,000
Jean-Francois Lemoux	Member ^{4;5}	580,000	---	---	2,320,000
Pierre Lefèvre	Member ^{2;5}	580,000	1,000,000	---	8,027,619
Dr. Márton Gellért Vági	Member ²	580,000	1,000,000	---	8,027,619
Antal Kovács	Member (employee)	580,000	1,000,000	---	10,320,000
András Michnai	Member (employee)	580,000	1,000,000	---	10,320,000
Audit Committee⁶					
Dr. Horváth Gábor	Chairman	0	---	---	0
Tolnay Tibor	Member	0	---	---	0
Jean-Francois Lemoux	Member	0	---	---	0

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

28 March 2012

¹ The share allowance is granted once a year within 30 days from the General Meeting closing the evaluated economic year; and regarding 50% of the share allowance the beneficiaries bear the burden of restraint on alienation till the end of the mandate.

² from 29 April 2011

³ until 1 February 2011

⁴ until 30 April 2011

⁵ The amount of the honorarium is transferred to Groupama S.A.

⁶ On 29 April 2011 the Audit Committee ceased to exist in accordance with the modification to the Bylaw.