

Extraordinary announcement

Notice of deviation from the announcement of the General Meeting of OTP Bank Plc.: the General Meeting will not be held

OTP Bank Plc. (hereinafter: the Company) is committed to protect the health and safety of its shareholders, investors, employees and all persons interested at the General Meeting. In the situation caused by the coronavirus epidemic, the Company acts responsibly, in accordance with the current prevailing legislation and health regulations, and considers human life and health the most important value.

The Company informs its shareholders that Government Decree 102/2020 (IV.10.) on divergent provisions concerning the operation of personal and asset pooling organizations during the State of Danger (hereinafter: Government Decree) entered into force on 11th April, 2020. In accordance with the provisions of the Government Decree, the General Meeting announced to be held on 30th April, 2020 will not be held and the Board of Directors of the Company will pass resolutions regarding the published agenda items.

The Board of Directors shall publish the resolutions brought within the competence of the General Meeting immediately, but not later than within one working day, in accordance with the Articles of Association of the Company on the website of the Company (www.otpbank.hu), on the website of the Budapest Stock Exchange (BSE) (www.bet.hu), and on the website operated by the Supervisory Authority (www.kozzetetelek.hu).

The Company informs its Shareholders that

- a. In the current epidemiological situation and legal environment, the Company may not hold a General Meeting with the personal participation of the shareholders. Therefore, the General Meeting of the Company announced to be held on 30th April, 2020 will not be held.
- b. Pursuant to Article 9 section (2) of the Government Decree, the Board of Directors may decide relating to all published agenda items, and may pass resolutions derogating from the published resolution proposals already published within the agenda. The Company published the agenda items of the General Meeting on 17th March, 2020, and published the proposals and resolution proposals related to each agenda item on 26th March, 2020.
- c. Pursuant to the provisions of the Government Decree, shareholders holding at least 1% of the votes may – within the forfeit deadline set out in the Government Decree – request the convening of the General Meeting for the subsequent approval of the decisions of the Board of Directors

taken within the competence of the General Meeting. Within this framework, they are entitled to exercise these rights and to initiate the convening of the General Meeting until 31st May, 2020 relating to resolutions on financial statements and use of the profit after-tax, and in case of any further decisions by 30 days after the end of the State of Danger. In both cases, the General Meeting may be convened within 45 days of the termination of the State of Danger (or if the State of Danger has ceased in the meantime, within 45 days of the receipt of the shareholders initiative) in the manner specified in the announcement published by the Board of Directors.

- d. It is not possible to initiate the convening of the General Meeting as described above, if there is less than 180 days left between the termination of the State of Danger and 1st April of the following year. In this case, the approval of the resolutions of the General Meeting taken by the Board of Directors during the State of Danger shall be put on the agenda of the upcoming General Meeting.
- e. We would kindly draw the attention of our Shareholders to the fact that the right to convene the General Meeting according to point c) above shall apply to those shareholders who are included in the share register of the Company based on the identification procedure requested and conducted in connection with the General Meeting announced for 30th April, 2020, but not held. The Company took measures at KELER Zrt. pursuant to the announcement of the General Meeting published on 26th March , 2020 (hereinafter: the announcement of 26th March, which can be found on the Company's website), for conducting the identification procedure, therefore in that regard the rules defined by the announcement of 26th March prevail. The date of identification procedure **(statement date) is 23rd April 2020 (Thursday)**.
- f. The deadlines specified in Article 9 section (6) and (7) of the Government Decree for the submission of the shareholder application are preclusive.

OTP Bank Plc.

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