

Resolutions made at OTP Bank's Extraordinary General Meeting

OTP Bank Plc. announces that at its Extraordinary General Meeting of 15 October 2021 the following resolutions were made:

RESOLUTION No. 1/2021

1. The General Meeting resolves that, subject to the conditions specified in clause 2, OTP Bank Plc. shall sell its treasury shares on the stock exchange up to the maximum amount of 210 billion Hungarian Forint – as outlined in the formula stated in the advisory opinion of Deloitte Business and Management Consulting Ltd. dated 21st September 2021 – on a purchase price, which is 5.5% lower than the volume-weighted average price one day before the closing of the transaction ("**Purchase Price**") to those two Special Employee Stock Ownership Program organizations being established by OTP Bank Plc. employees ("**OTP SECOP I.**" and "**OTP SECOP II.**") whose establishment was initiated by the employees of OTP Bank Plc. in accordance with article 24/M of Act XLIV. of 1992 until the date of the present resolution of the General Meeting.
2. The condition for the sale of treasury shares specified in point 1 is that
 - 2.1 OTP SECOP I. and OTP SECOP II. have been registered by the court until the date of sale,
 - 2.2 the provision of the Purchase Price calculated in accordance with point 1 are be available on the date of sale in respect of the total amount of the treasury shares that OTP SECOP I. and OTP SECOP II. intend to purchase, which OTP SECOP I. and OTP SECOP II. are obliged to justify by means of bank account statement of the given day.
 - 2.3 OTP SECOP I. and OTP SECOP II. shall within 2 (two) working days after the conclusion of the transaction, settle the Purchase Price via bank transfer to the payment account provided by OTP Bank Plc.
3. The General Meeting authorizes the Board of Directors to enter into share purchase agreements in accordance with points 1 and 2, as well as to conclude the transactions with OTP SECOP I. and OTP SECOP II. organizations. This authorization is valid until the date of the General Meeting approving the annual report of OTP Bank Plc. for business year 2021.

FOR: 156,419,934 (99.99%)

AGAINST: 6,000

ABSTAIN: 0

RESOLUTION No. 2/2021

1. The General Meeting decides that OTP Bank Plc. –under the condition and in a manner specified below- shall provide (financial) support („First SECOP support”) to cover financing and operating costs and expenditures once a year, without any repayment obligation, in the amount of HUF 2.5–2.5 billion each time, for the two organisations of Special Employee Co-Ownership Program („OTP SECOP I.” and „OTP SECOP II.”), which were initiated by the employees of OTP Bank Plc. under Article 24/M of Act XLIV of 1992 on Employee Co-Ownership Program (ECOP Act) until the date of this General Meeting Decision, in case until no later than the day of the General Meeting of OTP Bank Plc. approving the annual report for the 2021 business year, OTP ordinary shares worth at least HUF 100–100 billion each will become the property of OTP SECOP I. and OTP SECOP II. at the value calculated based upon purchase price.
 - 1.1. The condition for the First SECOP Support in the given year is that the Annual General Meeting of OTP Bank Plc. has made the decision to pay dividend in the given business year from the after-tax profit together with the approval of the annual report of the preceding business year.
 - 1.2. The First SECOP Support for OTP SECOP I. and OTP SECOP II. shall be given from the first business year following its registration in the court register and shall be given in every business year until the closing general meeting of OTP SECOP I. and OTP SECOP II., in which the condition set forth in point 1.1 is met.
 - 1.3. The deadline for the payment of the First SECOP Support is 30 days after the date of the Annual General Meeting of the given year.
 - 1.4. The First SECOP Support must be paid in cash by banking transfer to the payment account provided by the asset management foundation that is managing OTP SECOP I. and OTP SECOP II..
 - 1.5. In case until the day of the General Meeting of OTP Bank Plc. approving the annual report for the 2021 business year, OTP SECOP I. and OTP SECOP II. would purchase ordinary shares worth less than HUF 100–100 billion, calculated based upon the purchase price, each the amount of “First SECOP support” shall be decreased proportionately.
2. The General Meeting decides that if additional SECOP organisations („Additional SECOP”) will be initiated by the employees of OTP Bank Plc. under the ECOP Act, those will be given – regardless of how their asset is managed – one-off support on a yearly basis („Additional SECOP Support”), under the following conditions, to the extent and in the manner specified below:
 - 2.1. The condition of the payment of the Additional SECOP Support in a given year is that the Annual General Meeting of OTP Bank Plc. has made the decision to pay dividend in the given business year from the after-tax profit together with the approval of the annual report of the preceding business year.
 - 2.2. The amount of the Additional SECOP Support for a year is the positive sum, which is the difference between the 1% of the audited pre-tax profit of the OTP Group for the business year preceding the due date of the support for the given year („1% of the Pre-Tax Profit”), and the First SECOP Support. In case the difference between the 1% of the Pre-Tax Profit and the First SECOP Support is

a negative value, the Additional SECOP is not given Additional SECOP Support in the given year. The amount of the Additional SECOP Support for one year may not exceed 50% of the financing and operating costs of the given Additional SECOP for the given year. The condition for granting the Additional SECOP Support is that in case the Additional SECOP Support exceeds 50% of the financing and operating costs of the Additional SECOP incurred regarding the given year, the Additional SECOP is obliged to pay back the part exceeding the maximum amount to the OTP Bank Plc. within 30 days following the end of the given business year.

- 2.3. The Additional SECOP Support for each Additional SECOP shall be given from the first business year following its registration in the court register and shall be given in every business year until the closing general meeting of Additional SECOP, in which the condition set forth in point 2.1 is met.
- 2.4. The deadline for the payment of the Additional SECOP Support is 30 days after the date of the Annual General Meeting of the given year.
- 2.5. The Additional SECOP Support must be paid in cash by banking transfer to the payment account provided by the Additional SECOP or to the payment account provided by the organisation that is managing the Additional SECOP.
3. The General Meeting appoints the Board of Directors to implement the provisions of this Resolution.
4. Present Resolution enters into force as of 1st January 2022.

FOR: 156,351,495 (99.95%)

AGAINST: 19,179

ABSTAIN: 55,260

OTP Bank Plc.

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