

Proposal for the amendment to the By-Laws of OTP Bank Plc.

1.) Section 1.1 of the By-Laws will be replaced with the following provisions:

1.1. The trade name of the Company: OTP Bank Nyrt.

In English: OTP Bank Plc.

2.) The 4.§ of the By-Laws will be replaced with the following provisions:

„4.§

The Company's defined scope of activity

- 4.1. TEÁOR 6419 Other monetary intermediation (the main activity of the Company)
- 4.2. TEÁOR 6491 Financial leasing
- 4.3. TEÁOR 6499 Other financial service activities
- 4.4. TEÁOR 6612 Security and commodity contracts brokerage
- 4.5. TEÁOR 6619 Other activities auxiliary to financial services
- 4.6. TEÁOR 6622 Activities of insurance agents and brokers
- 4.7. TEÁOR 6630 Fund management activities
- 4.8. TEÁOR 5629 Other food service activities”

3.) Section 6.4 of the By-Laws will be replaced with the following provisions:

The extent of voting rights exercised directly or indirectly by any individual shareholder or group of shareholders may not exceed 25% (or in case the voting rights of another shareholder or group of shareholders exceed 10% it may not exceed 33%) of the total voting rights represented by the shares entailing voting rights at the General Meeting of the Company.

If the shareholder by oneself or together with other shareholders belonging to the same group of shareholders is holding directly or indirectly more than 2% of the voting rights represented by the shares entailing voting rights at the General Meeting of the Company, the shareholder is obliged to notify the Board of Directors without delay. Simultaneously, the shareholder has the obligation to assign those shareholders, through which indirect voting right is existing and the members of the group of shareholders. In case of missing the notification or being presumable with an acute reason that shareholder's notification is deceptive regarding the composition of the shareholder group, the voting right of the shareholder shall be suspended and shall not be exercised until the above obligations are met. Obligation for notification stipulated by this paragraph shall also be applied to individuals eligible for obtaining or exercising voting rights in the Company in accordance with CMA (Tpt) 61. §, Section 5, Point a)-h) and Section 6).

Group of shareholders: the shareholder together with the other shareholder, in which the former has either direct or indirect shareholding or has influence without shareholding (jointly direct and/or indirect influence); furthermore: shareholder together with the other shareholder, who is exercising or is willing to exercise its voting rights together with the former shareholder irrespective of the agreement behind the joint practice of the participants.

Identification and calculation of indirect holding shall be delivered as defined in Act No. CXII. of 1996. (ACI or Hpt.).

In case voting rights exercisable by the group of shareholders exceed the threshold stipulated in the first paragraph of this section, voting rights shall be reduced so, that voting rights entailing to shares last obtained by the group of shareholders are not exercisable.

4.) Subpoint 16. to Section 8.33 will be replaced with the wording „Deleted”.

5.) Subpoint 17. to Section 8.33 will be replaced with the following wording:

„17. with the exceptions specified in the AEA (Gtv.), decision on the acquisition of the Company’s own shares;”

6.) Second paragraph of Section 9.13 in By-Laws will be supplemented with the following provisions:

”...“

- decision on actions aiming to hinder a public takeover procedure;
- decision on the approval of a public purchase offer in respect of the purchase of own shares.”

7.) Section 11/A.1 of the By-Laws will be replaced with the following provisions:

„In order to perform the functions specified in § 311 para (2) of AEA the Audit Committee shall be elected from the members of the Supervisory Board by the General Meeting. Audit Committee shall consist of three to five members. Audit Committee shall elect a Chairman from among its members. The Audit Committee shall have a quorum if more than half of its members are present. The decisions of the Audit Committee shall be taken with a simple majority of votes.”

Proposal for resolution:

The General Meeting accepts the amendment of the Company’s By-Laws pursuant to the proposal and in keeping with the annex of the General Meeting’s minutes.