

-	-	0	4.782	-0
536	685	1.221	2.004	1.221
407	-904	2.503	15.156	2.503
-	143	143	512	98
-	1.590	1.590	13.415	2.82
-	-	0	84	-
23	-2.124	2.847	6.896	1.82
82	18	-64	0	0
-	-	0	0	0
-	-	0	0	0
-	-	0	0	0
-	-	0	0	0
84	3.656	8.240	0	0
84	3.656	8.240	0	0
-	-	0	-16.894	-892
-	-	0	-1.037	38
0	0	0	-17.931	-4.58
57	-6.667	-12.124	-12.124	-12.124



# Corporate Governance

# Senior management and executive members of the Board of Directors<sup>1</sup> of OTP Bank



**Dr. Sándor Csányi**  
Chairman & CEO

He graduated from the College of Finance and Accountancy in 1974 with a bachelor's degree in business administration and in 1980 from the Karl Marx University of Economic Sciences with a degree in economics, where he also got his doctorate in 1983. He is an economist with a specialisation in finance, and a certified auditor. After graduation, he worked at the Revenue Directorate and then at the Secretariat of the Ministry of Finance, after which, between 1983 and 1986, he was a departmental head at the Ministry of Agriculture and Food Industry. From 1986 to 1989, he worked as a head of department at Magyar Hitel Bank. He was deputy CEO of K&H Bank from 1989 to 1992. He has been Chairman & CEO of OTP Bank Plc. since 1992. He is the Vice Chairman of the Board of Directors of MOL Plc., Co-Chairman of the National Association of Entrepreneurs and Employers (VOSZ), and Co-Chairman of the Chinese-Hungarian Business Council. He has been Chairman of the Hungarian Football Association (MLSZ) since July 2010, and a member of the UEFA Executive Committee since March 2015. Since April 2017, he has been a member of the FIFA Council. In February 2018 he was elected Vice President of FIFA and in February 2019 Vice President of UEFA. As of 31 December 2018 he held 740,667 ordinary OTP shares (while the total number of OTP shares held by him directly and indirectly was 3,425,995).



**Dr. Zsolt Barna**  
General Deputy CEO  
Group Governance  
and Operations Division

His professional carrier started at the State Financial and Capital Market Supervisory Commission. During his supervisory career, he went through the professional rankings and became a managing director of the Financial and Capital Market Supervisory Directorate. In this position, he was managing the supervision of banks and banking groups. Between 2006 and 2010, he was a member and permanent invitee to the CESR's, CEBS's leading bodies and specialized in professional committees. He has been working for OTP Group since 2010 and during that time he became the Chairman of the Board of Directors of CKB Bank in Montenegro, where he was leading the reorganization of the company. Following several managerial positions within OTP Group, between 8<sup>th</sup> June 2016 and 31<sup>st</sup> August 2018 he fulfilled the position of the Chairman and the CEO of OTP Real Estate Investment Fund Management Ltd. At the same time, starting from September 2016 to 31<sup>st</sup> August 2018 he took over the position of the Chairman of the Board of Directors of OTP Fund Management Pte. Ltd. In 2017 and 2018 he directed the integration of OTP Bank's Croatian subsidiaries. He fulfils the position of the Chairman of the Supervisory Board of OTP Real Estate Ltd. since 10<sup>th</sup> September 2018. Since 1<sup>st</sup> September 2018 he has been the General Deputy CEO in charge of OTP Bank's Group Governance and Operations Division. As of 31 December 2018 he held no ordinary OTP shares.



**László Bencsik**  
Chief Strategy and Finance Officer  
Strategy and Finance Division

In 1996, Mr. László Bencsik graduated from the Faculty of Business Administration at the Budapest University of Economic Sciences, and in 1999 he obtained a Master's in Business Administration (MBA) from INSEAD Business School in France. Between 1996 and 2000 he worked as a consultant at Andersen Consulting (now Accenture). From 2000 to 2003 he was a project manager at consulting firm McKinsey & Company. He joined OTP Bank in 2003, when he became managing director of the Bank Operations Management Directorate, and the manager with overall responsibility for controlling and planning. He has been deputy CEO of OTP Bank, and head of the Strategy and Finance Division, since August 2009. Since 13 March 2012 he has been Chairman of the Supervisory Board of DSK Bank. As of 31 December 2018 he held 39,105 ordinary OTP shares.

<sup>1</sup> The members of the Board of Directors are elected by the General Meeting for a term of five years.



**Tibor András Johancsik**  
Deputy CEO  
IT and Bank Operations Division

Mr. Tibor András Johancsik graduated from the Budapest Technical University with a degree in electrical engineering in 1988, and then in 1993 earned a further degree in foreign trade business administration from the College of Foreign Trade. He began his professional career at as a researcher in the field of industrial automation at the Hungarian Academy of Sciences Institute for Computer Science and Control (MTA SZTAKI). From 1994 onwards he held management positions at the Hungarian subsidiaries of international IT development companies (ICL, Unisys, Cap Gemini). From 2001 he worked as an advisor in the fields of IT and organisational development, then from 2003, as managing director of JET-SOL Kft., he participated in the development of numerous systems in Hungary and abroad. Since 24 February 2016 he has been Deputy CEO in charge of OTP Bank's IT and Bank Operations Division. Since 1<sup>st</sup> April 2016 he has been the Chairman of the Supervisory Board of Monicompltd. As of 31 December 2018 he held 8,558 ordinary OTP shares.



**György Kiss-Haypál**  
Deputy CEO  
Credit Approval and  
Risk Management Division

György Kiss-Haypál is a qualified economist. He graduated from the Budapest University of Economic Sciences in 1996. He started his career as a project finance analyst for Budapest Bank Plc., and by 2007 he had been appointed head of the bank's risk management department. Between 2002 and 2006 he also worked in Ireland as corporate credit risk portfolio manager for GE Consumer Finance, and in Austria as GE Money Bank's consumer loans portfolio manager. From 2015 he was deputy head of the Credit Approval and Risk Management Division of OTP Bank Plc., and was then appointed acting head of the Division. Since 3 May 2017, he has been deputy CEO of the Credit Approval and Risk Management Division. He has been chairman of the Board of Directors at OTP Factoring Ltd. since 1 September 2017. As of 31 December 2018 he held 20,131 ordinary OTP shares.



**Antal György Kovács**  
Deputy CEO  
Retail Division  
BoD Member

Antal György Kovács graduated from the Karl Marx University of Economic Sciences with a degree in economics. He began his professional career in 1990 at the Nagyatád branch of K&H Bank, where he worked as a branch manager between 1993 and 1995. He has been working at OTP Bank Plc. since 1995, first as a county director and from 1998 as the managing director of OTP Bank's South Transdanubian Region. Since 1 July 2007 he has served as OTP Bank's Deputy CEO. He has received additional training at the International Training Centre for Bankers and on various courses held by the World Trade Institute. Between April 2007 and April 2012 he was Chairman of the Supervisory Board of OTP banka Hrvatska d.d. He has been Chairman of the Supervisory Board of OTP Bank Romania SA since 12 December 2012. He has been Chairman of the Board of Directors of OTP Mortgage Bank Ltd. and OTP Building Society Ltd. since 24 April 2014. He is Chairman of the Supervisory Board of OTP Fund Management and OTP Mobile Kft. From 2004 to 14 April 2016 he was a member of OTP Bank's Supervisory Board. He has been a member of OTP Bank's Board of Directors since 15 April 2016. As of 31 December 2018 he held 27,263 ordinary OTP shares.



**László Wolf**  
Deputy CEO  
Commercial Banking Division  
BoD Member

László Wolf graduated from the Karl Marx University of Economic Sciences in 1983. After graduation, he worked at the Bank Relations Department of the National Bank of Hungary for 8 years, and then served as head of Treasury at BNP-KH-Dresdner Bank between 1991 and 1993. From April 1993 he was managing director of OTP Bank's Treasury Directorate, and since 1994 he has been Deputy CEO of the Commercial Banking Division. Member of DSK Bank's Supervisory Board. He has been Chairman of the Board of Directors of OTP banka Srbija since 10 December 2010. He has been the Chairman of the Supervisory Board of OTP Real Estate Ltd. between 30<sup>th</sup> June 2014 and 9<sup>th</sup> September 2018. He has been a member of OTP Bank's Board of Directors since 15 April 2016. As of 31 December 2018 he held 605,029 ordinary OTP shares.

# Non-executive members of the Board of Directors of OTP Bank



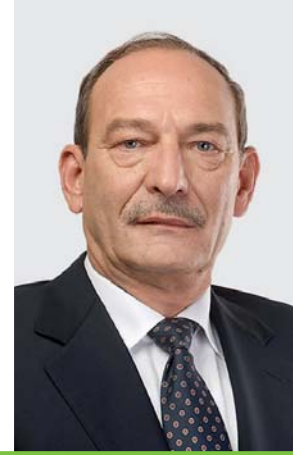
**Mihály Baumstark**  
BSc Agricultural Business  
Administration, MSc Economics

Mihály Baumstark graduated with a degree in agricultural business administration at Gödöllő University of Agriculture (1973), and went on to do a masters in economics at the Karl Marx University of Economic Science (1981). He was employed by the Ministry of Agriculture and Food Industry between 1978 and 1989. When he left the Ministry he was deputy head of the Investment Policy Department. After this he was managing director of Hubertus Bt., and from 1999 to 2011 he was deputy CEO and then Chairman & CEO of Villányi Winery Ltd. (now Csányi Winery Ltd.). He is currently retired. He was a member of OTP Bank's Supervisory Board from 1992 to 1999, and has been a non-executive member of OTP Bank's Board of Directors since 1999. He has been Chairman of OTP Bank's Ethics Committee since 2010, as well as a member of its Remuneration Committee since 2011, and of its Nomination Committee since 2014. As of 31 December 2018 he held 54,000 ordinary OTP shares.



**Dr. Tibor Bíró**  
College Associate Professor

Dr. Tibor Bíró graduated with a bachelor's degree in business administration from the College of Finance and Accountancy (1974) and received a further degree from the Karl Marx University of Economics (1978). He has been a certified auditor and chartered accountant since 1986. He was the Head of the Financial Department of the City Council of Tatabánya from 1978 to 1982. From 1982, he was a professor at the College of Finance and Accounting, and between 1990 and 2013 head of department at the Budapest Business School. Since his retirement in 2015, he has been a visiting lecturer, and working actively in his auditing and consulting company. From 2000 onwards, for a period of ten years, he was a member of the Presidium of the Budapest branch of the Chamber of Hungarian Auditors, and also worked as a member of the Chamber's Education Committee for five years. He has been a non-executive member of OTP Bank's Board of Directors since 1992. He has been a member of OTP Bank's Remuneration Committee since 2009, and of its Nomination Committee since 2014. As of 31 December 2018 he held 24,956 ordinary OTP shares.



**Tamás Erdei**  
BSc Business Administration

Tamás Erdei graduated in 1978 with a degree from the College of Finance and Accounting. He began his professional career at OTP, in a variety of administrative roles (his last position was branch manager), before going on to work at the Ministry of Finance in the area of bank supervision. Since 1983 he has been employed by the Hungarian Foreign Trade Bank (today MKB), where he gradually worked his way up through the ranks. In 1985 he became managing director, in 1990 he was appointed deputy CEO, then in 1994 he was made CEO, and from 1997 until the end of March 2012 he was Chairman & CEO. Between 1997 and 2008, and between 2009 and 2011, he was the elected president of the Hungarian Banking Association. He is the chairman of the Supervisory Board of the International Children's Safety Service. He has been a member of OTP Bank's Board of Directors since 27 April 2012. He has been a member of OTP Bank's Risk Assumption and Risk Management Committee, and of its Nomination Committee, since 2014. As of 31 December 2018 he held 9,639 ordinary OTP shares.



**Dr. István Gresa**  
PhD Business Administration  
and Economics

Dr. István Gresa graduated from the College of Finance and Accountancy in 1974 and received a degree in economics from the Karl Marx University of Economic Sciences in 1980. He earned a PhD from the University of Economic Sciences in 1983. He has worked in the banking sector since 1989. Between 1989 and 1993 he was branch manager of Budapest Bank's Zalaegerszeg branch. From 1993 he was director of OTP Bank's Zala County Directorate, and from 1998 he served as the managing director of the bank's West Transdanubian Region. From 1 March 2006 until 14 April 2016 – when he retired – he was deputy CEO of the Credit Approval and Risk Management Division. Between 2006 and 2017 he was also Chairman of the Board of Directors at OTP Factoring Ltd. He has been a member of OTP Bank's Board of Directors since 27 April 2012. As of 31 December 2018 he held 154,401 ordinary OTP shares.



**Dr. Antal Pongrácz**  
PhD Economics

Dr. Antal Pongrácz graduated from the Karl Marx University of Economic Sciences in 1969 and earned a PhD from there in 1971. From 1969 he worked as an analyst at the Petrochemical Investment Company, then as a group manager at the Revenue Directorate until 1975. From 1976 he held various executive positions at the Ministry of Finance. After that, he was the first Deputy Chairman of the State Office for Youth and Sports. Between 1988 and 1990 he was the first Deputy CEO of OTP Bank. Between 1991 and 1994 he was CEO, and then Chairman & CEO, of the European Commercial Bank Rt. Between 1994 and 1998 he was Chairman & CEO of Szerencsejáték Rt, then in 1998–1999 he served as CEO of Hungarian flagship carrier, Malév. Since 2001 he has been managing director of OTP Bank's Staff Division and more recently – up until his retirement on 14 April 2016 – Deputy CEO. He has been Chairman of the Supervisory Board of OTP banka Hrvatska d.d. since 12 April 2012 and of Splitska banka since 2 May 2017 until its successful integration (30<sup>th</sup> November 2018). He has been a member of OTP Bank's Board of Directors since 2002. He was Deputy Chairman of OTP Bank Plc.'s Board of Directors from 9 June 2009 to 14 April 2016. As of 31 December 2018 he held 86,901 ordinary OTP shares.



**Dr. László Utassy**  
Chairman & CEO  
Merkantil Bank Zrt.

Dr. László Utassy graduated from the Faculty of Law of Eötvös Loránd University in Budapest in 1978. He held various positions at the State Insurance Company between 1978 and 1995 and then went on to work at ÁB-Aegon Rt. He was Chairman & CEO of OTP Garancia Insurance from 1996 to 2008. He was managing director of OTP Bank between 2009 and 2010. Since 1 January 2011 he has been Chairman & CEO of Merkantil Bank Ltd. He has been a member of OTP Bank's Board of Directors since 2001. He has been a member of OTP Bank's Risk Assumption and Risk Management Committee since 2014. Since 4<sup>th</sup> April 2018 he has been the Chairman of the Board of Directors of Merkantil Real Estate Leasing Ltd. As of 31 December 2018 he held 208,792 ordinary OTP shares.



**Dr. József Vörös**  
Professor, academician  
University of Pécs

Dr. József Vörös earned a degree in economics from the Karl Marx University of Economic Sciences in 1974. In 1984 he earned a PhD in economics from the Hungarian Academy of Sciences, and a Doctor of Science degree in 1993. He has been a member of the Hungarian Academy of Sciences since 2013. Between 1990 and 1993 he was the dean of the Faculty of Business and Economics, Janus Pannonius University (JPTE) in Pécs. In 1993 he attended a course in management for senior executives at Harvard University. From 1994 he was a professor at JPTE, and was the senior Vice Rector of the University from 2004–2007, between 2007 and 2011 he was chairman of the Board of Trustees. He has been a non-executive member of OTP Bank's Board of Directors since 1992. He has been Chairman of OTP Bank's Remuneration Committee since 2009, and of its Risk Assumption and Risk Management Committee since 2014. As of 31 December 2018 he held 151,314 ordinary OTP shares.

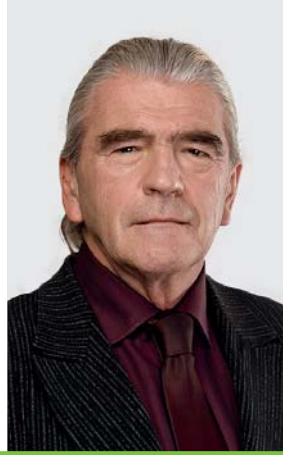
# Members of the Supervisory Board<sup>2</sup> of OTP Bank

## Independent members:



**Tibor Tolnay**  
Chairman of the Supervisory Board

Tibor Tolnay graduated from the Budapest University of Technology with a degree in civil engineering in 1978 and then in economic engineering in 1983, and subsequently received a degree in economics from the Budapest University of Economics in 1993. From 1994 to 2015 he was Chairman & CEO of Magyar Építő Rt. He has been the managing director of ÉRTÉK Kft. since 1994, and a member of OTP Bank's Supervisory Board since 1992, and Chairman of the same Board since 1999. He was a member of OTP Bank's Audit Committee between 2007 and 2011, and has been again since 2014. As of 31 December 2018 he held 54 ordinary OTP shares.



**Dr. József Gábor Horváth**  
Deputy Chairman of the Supervisory Board  
Lawyer

Dr. József Gábor Horváth earned a degree in law from Eötvös Loránd University in Budapest in 1980. From 1983 he worked for the Hungarian State Development Bank. From 1983 he worked for the Hungarian State Development Bank. He has been a lawyer since 1986, and since 1990 has run his own law firm, which specialises in corporate finance and corporate governance. His main fields of expertise are corporate finance and corporate governance. He has been a member of the Supervisory Board of OTP Bank since 1995, and was a member of MOL Plc.'s Board of Directors between 1999 and 2014. He has been Deputy Chairman of OTP Bank's Supervisory Board since 2007. He was a member of OTP Bank's Audit Committee between 2007 and 2011, and has been again since 2014. He has been a member of the Board of Directors of INA Industrija Nafta d.d. since 2014. As of 31 December 2018 he held no ordinary OTP shares.



**Olivier Péqueux**  
chairman  
Groupama-Avic Property Insurance Company Ltd.

Olivier Péqueux, was born in 1974, graduated from Institute of Actuaries of France and Université Paris-Dauphine, started to work in 1998 as an insurance commissioner for the French Insurance Supervisory Authority. In 2003, he joined the French Ministry of Finance to take part in the pension law reform and the creation of a pension fund for French civil servants. Then he became technical adviser to the French Minister of health and pensions. In 2005 he joined Groupama group, first in charge of the actuary and accounting department of Gan Patri-moine, a life insurance company, and then in 2007 as Chief Financial Officer of Groupama Paris Val de Loire. He moved to China in March 2011 as DGM of Groupama China, in charge of finance, actuary and investments in the joint venture between AVIC and Groupama. From 2015 to 2017, he was the General Manager of Groupama AVIC. He has been the chairman of Groupama AVIC since September 2017. He has been a member of OTP Bank's Supervisory Board, and Audit Committee since 2018. As of 31 December 2018 he held no ordinary OTP shares.



**Dr. Márton Gellért Vági**  
General Secretary  
Hungarian Football Association

Dr. Márton Gellért Vági graduated in 1987 from the department of foreign economics at the Karl Marx University of Economic Science (today the Corvinus University of Budapest), where he also earned his doctorate in 1994. From 1987 to 2000 he was a member of the university faculty, in the capacity of associate professor and head of department from 1994 onwards. Between 2000 and 2006 he worked at the State Holding and Privatisation Co. (ÁPV Zrt.), as managing director, deputy CEO and then CEO. Between 2006 and 2010 he was Chairman of the National Development Agency. From July 2002 until 1 January 2011 he was a member of the Board of Directors of FHB Nyrt., during which period he also spent four years as Chairman of the Board. Since 2010 he has been general secretary of the Hungarian Football Association. He has been a member of the UEFA HatTrick Committee since 2011 and of FIFA's Financial Committee since 2017. He has authored or co-authored more than 80 research papers, essays and books. He has been a member of OTP Bank's Supervisory Board since 2011. He has been a member of OTP Bank's Audit Committee since 2014. As of 31 December 2018 he held no ordinary OTP shares.

<sup>2</sup> Supervisory Board members are elected by the General Meeting for a term of three years.

## Employee delegates:



**Ágnes Rudas**  
Managing Director  
Presidential Cabinet Office

Ágnes Rudas, who represents the employees of OTP Bank, graduated from the College of Finance and Accounting with a degree in business economics in 1979. Certified accountant. She has worked for the bank since 1992, first as a head of department coordinating the secretarial services supporting the bank's operative activity, then from 1994 onwards she managed organisational development, process engineering and efficiency-boosting projects. From 1999 she was the director in charge of the bank's human resources activity, and since 2007 she has been a managing director. She has been a member of the Board of Directors of the OTP Voluntary Supplementary Pension Fund since 1 January 2008, and a member of the Supervisory Board of OTP Banka Slovensko a.s. since 12 April 2012. With effect from 15 April 2016 she is a member of OTP Bank's Supervisory Board. As of 31 December 2018 she held 161,118 ordinary OTP shares.



**András Michnai**  
Managing Director

András Michnai graduated in 1981 from the College of Finance and Accounting with a degree in business administration. He has been an employee of the Bank since 1974, and until 1981 held a variety of posts in the branch network. Following this he held a management position in the central network coordination department before returning to work in the branch network. From 1994, as deputy managing director, he participated in the central coordination of the branch network. Between 2005 and 2014 he headed the Bank's Compliance Department as a managing director. He further expanded his professional skills, earning a Master's degree at the Budapest Business School, and is a registered tax advisor. He has been a member of OTP Bank's Supervisory Board, and representative of the Bank's employees, since 2008. He has been Secretary of OTP Bank's Employees' Trade Union since December 2011. As of 31 December 2018 he held 100 ordinary OTP shares.

# Information for Shareholders

## General company data

### Date of foundation:

31 December 1990, registered by the Metropolitan Court of Budapest as Court of Registration on 28 October 1991 under company registration number 01-10-041585. The latest Bylaws may be requested from the company or may be downloaded from the Bank's website.

### Legal predecessor:

Országos Takarékpénztár, founded 1 March 1949.

### Registered head office

of OTP Bank Plc.  
H-1051 Budapest, Nádor utca 16.  
Telephone: (+36-1) 473-5000  
Fax: (+36-1) 473-5955

### Share capital:

OTP Bank's share capital as at 31 December 2016 was HUF 28,000,001,000, consisting of 280,000,010 ordinary shares of nominal value HUF 100 each.

## Ownership structure of OTP Bank Plc. as at 31 December 2018:

Description of owner	Total equity					
	1 January 2018			31 December 2018		
	Ownership share	Voting rights <sup>1</sup>	Quantity	Ownership share	Voting rights <sup>1</sup>	Quantity
Domestic institution/company	20.04%	20.26%	56,116,209	19.32%	19.47%	54,092,340
Foreign institution/company	63.73%	64.44%	178,445,190	60.01%	60.49%	168,017,080
Domestic individual	3.92%	3.97%	10,988,183	3.53%	3.56%	9,896,546
Foreign individual	0.23%	0.23%	650,713	0.10%	0.10%	278,348
Employees, senior officers	0.80%	0.81%	2,250,991	0.85%	0.86%	2,376,450
Treasury shares <sup>2</sup>	1.09%	0.00%	3,063,853	0.80%	0.00%	2,242,143
Government held owner	0.08%	0.08%	226,012	0.08%	0.08%	219,072
International Development Institutions	0.03%	0.03%	70,502	0.05%	0.05%	143,308
Other <sup>3</sup>	10.07%	10.18%	28,188,357	15.26%	15.39%	42,734,723
<b>TOTAL</b>	<b>100.00%</b>	<b>100.00%</b>	<b>280,000,010</b>	<b>100.00%</b>	<b>100.00%</b>	<b>280,000,010</b>

## Stock exchange listing

The ordinary shares of OTP Bank Plc. are listed on the Budapest Stock Exchange under category "Premium Equity", and the global depository receipts (GDRs) representing the ordinary shares that are traded abroad are listed on the Luxemburg Stock Exchange. (2 GDR represents 1 ordinary shares) Regulation S GDRs are traded on the London SEAQ International, and Rule 144A GDRs are traded in the PORTAL system. The custodian bank for OTP GDRs is the Bank of New York, and the safekeeping bank is OTP Bank Plc.

(Stock exchange symbol for OTP Bank shares: OTP, Reuters: OTP.BU)

**The Annual General Meeting will be conducted with the personal presence of those entitled to participate. Shareholders may participate in the Annual General Meeting in person or through a proxy.** OTP Bank Plc. is entitled to check the personal identity of the shareholders and their proxies on the basis of documents, prior to their admission to the Annual General Meeting.

<sup>1</sup> Voting rights in the General Meeting of the Issuer for participation in decision-making.

<sup>2</sup> Treasury shares do not include the OTP shares held by ESOP.

<sup>3</sup> Non-identified shareholders according to the shareholders' registry.



The authorisations relating to representation as a proxy at the Annual General Meeting must comply with the relevant provisions of Hungarian law. The authorisation must include, clearly and expressly, a statement of authorisation with respect to the proxy, a specification of the authoriser and of the proxy, and any limitations that may apply to the authorisation. The authorisation must be issued in the form of a notarised deed or a private document of full probative force.

One representative may represent several shareholders; however, he/she must possess authorisations from every shareholder represented by him/her, either in the form of a notarised deed or a private document of full probative force. If several proxies are indicated in one authorisation, then it must be specified that, under the authorisation, each proxy may exercise his/her right of representation independently. If one shareholder is represented by several proxies, they may not vote or make statements differently from each other.

The letter of proxy may be issued as 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.

If a shareholder is represented at the Annual General Meeting by its lawful representative (e.g. chief executive, managing director, mayor, etc.), the court or company court document evidencing the right of representation – in its original form, or in the form of a copy certified as authentic by a notary public, issued not more than 30 days previously – or a certificate regarding the election of the mayor, as the case may be, must be presented at the venue of the Annual General Meeting. When providing evidence of the existence of companies (and other organisations) registered abroad, and of the right to represent the entity issuing the authorisation, it is essential that the foreign

document be issued by a certified public records body or that these facts be attested by a notary public.

If the authorisation or any document submitted as evidence of the representation right was not issued in Hungary, the form of the document must satisfy the legal regulations pertaining to the certification and/or legalisation of documents issued abroad. According to these regulations, in the absence of a bilateral international agreement to the contrary, (i) the diplomatic certification and/or legalisation of the document is needed, or (ii) – if the given country is a party to the relevant international convention – the furnishing of the document with an apostille is required. According to the Subparagraph (7) of Paragraph 44 of Act LXXVIII. of 2017 on the Activity of attorney at law, diplomatic certification and/or legalisation or apostille certification is not required for full probative force of a document countersigned by an attorney which is under the scope of this Act, but signed by the parties abroad. Detailed information on the applicable rules is provided by the Hungarian foreign representation offices. If the document is written in a language other than English or Hungarian, then a certified Hungarian translation of the document must be presented.

**The authorisation and the related documents must be handed over by 14:00 p.m. Budapest time on 09 April 2019 (Tuesday) at the very latest, at any of the designated OTP branches listed under section X below, or – if the proxy, based on a foreign document, is representing more than one shareholder – at the Legal Directorate of OTP Bank Plc. (H-1051 Budapest, Nádor utca 16.).**

**Preconditions for participation in the Annual General Meeting and for the exercising of voting rights are that:**

- a) the result of the shareholder identification procedure confirms the shareholding as at the date of the shareholder identification procedure;

- b) the shareholder be registered in the Company's Share Register by the closure of the register as specified in section III of this announcement;
- c) the shareholding and/or the voting rights of the shareholder do not violate the legal regulations or the provisions of the Company's Articles of Association, and the Company shall check this circumstance.

## Dividend

On 12 April 2019 OTP Bank Plc.'s General Meeting decided to pay dividend after fiscal year 2018. Dividends will be HUF 219 per share, representing 219% of the face value of each share. The exact amount of dividend payable to the shareholders will be calculated and paid in pursuance of the Articles of Association of the Bank, the Company will distribute the amount of dividend calculated on treasury shares to shareholders entitled to receive dividend. Dividend payment will start on 3 June 2019

in pursuance of the procedure defined in the Company's Articles of Association.

## Announcements

OTP Bank Plc. fulfils its disclosure obligations related to corporate events and prescribed in Act CXX of 2001 on the website of the OTP Bank Plc. ([www.otpbank.hu](http://www.otpbank.hu)), on the website of the Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)), and on the website operated by the National Bank of Hungary ([www.kozzetetelek.hu](http://www.kozzetetelek.hu)).

## Investor relations

Institutional shareholders of OTP Bank Plc. should contact the following address if they require further information:

**OTP Bank Plc. Investor Relations & DCM**

H-1051 Budapest, Nádor utca 16.

Phone: (+36-1) 473-5460 • Fax: (+36-1) 473-5951

e-mail: [investor.relations@otpbank.hu](mailto:investor.relations@otpbank.hu)



# Anti-money laundering measures

Money laundering is any act or attempted act by criminals or other persons to conceal or disguise the identity of obtained proceeds of criminal offences so that they appear to have originated from legitimate sources, for which they may try using the services of financial institutions.

In order to prevent the use of our bank for money-laundering purposes, we do our best to ascertain the true identities of those who would use our services and the rationale of using the services. OTP Bank establishes business relationship only with those clients who give evidence of their true identities in accordance with the relevant legal provisions.

In keeping with the provisions of Act LIII of 2017 on the Prevention and Combating of Money Laundering and Terrorist Financing OTP Bank has introduced, and applies, the following measures and rules:

- It operates an internal control and information system designed to prevent

banking or financial transactions that might enable, or in themselves constitute, money laundering.

- It has internal regulations, in accordance with the Anti-money Laundering Act, MNB Decree 45/2018. (XII. 17.) and NGM Decree 21/2017. (VIII. 3.)
- The employees of the bank must fulfil their customer due diligence and reporting obligations.
- Compliance with the reporting obligations is not construed as a breach of bank, securities, insurance or business secrets.
- Failure to fulfil the reporting obligation may result in prosecution under criminal law.
- OTP Bank cooperates with the criminal investigation authorities in the investigation of all circumstances suggestive of money laundering.

OTP Bank discloses the customer identification procedure applied by the bank and the related data processing in an Announcement posted in all rooms open for serving customers.

# With trust and responsibility for each other

## Corporate social responsibility

In 2018, OTP Bank **gave a total of HUF 2,027 billion** in charitable donations for creating more opportunities and community development.

As one of Hungary's primary donors, our bank mainly channels its charitable donations through its own foundations to contribute to the development of Hungarian culture (Prima Primiissima Foundation), education (OTP Fáy András Foundation) and the creation of more opportunities (Humanity Social Foundation). For the sake of efficient and effective use of the resources, however, our bank has also pursued its cooperation with several local NGOs and major strategic partners.

### Developing financial literacy

OTP Bank is consistently committed to improving financial literacy, therefore this remains in the focus of its social responsibility schemes. In 2018, a large part of our charitable donations, i.e. **HUF 723 million were spent on education**.

The **OTP Fáy András Foundation's** OK Education Centre continued to be actively involved in the development of young people's financial, economic and management skills as well as offering career advice in 2018 as well.

### Training modules developed in-house with a specific methodology

Nearly **40 training modules developed in-house** – school year specific (from grade 2 to 12), thematic and career training modules – are currently offered by the Foundation. All the curricula are based on the students' needs and expectations and offer valuable and useful knowledge for their everyday life.

The training courses offered by a team of independent trainers from Budapest and Nyíregyháza attract approximately **20,000 to 25,000 students**

per year, and an additional 100,000 young people have become involved in various educational programmes and activities at various leisure, external or professional events.

### Innovative tools and technologies

Key elements of the experience-based educational methodology developed by the OTP Fáy András Foundation are the use of educational tools developed in-house and the adaptation of international cutting-edge education technologies. With the **educational aids BanKing Card Game** and **OK Moneytainment Box** as well as the relevant teaching materials, learning can be more fun and a better experience for children. Both tools have been qualified by the Finnish company Kokoa – specialised in the evaluation and certification of global education technologies – as high-standard educational products.

Another key objective of the Foundation is the implementation of the latest education technologies from the global scene, therefore its new programmes will focus on digital content, virtual reality (VR), augmented reality (AR) and **robotics**. In the last two years, the integration of robotics into our training courses has not only increased financial awareness, but has also contributed to the development of 21<sup>st</sup> century skills such as logical mindset, accurate planning or efficient cooperation.

### Creating more opportunities

In addition to improving public financial literacy, creating more opportunities continues to be a focal point of OTP Bank's CSR endeavours. As part of its socially responsible activities, OTP Bank supports valuable initiatives, encourages its employees to volunteer, and is ready to stand by private individuals who strive to serve noble causes, thus highlighting social issues.

### Humanity Social Foundation

The Foundation's main objective is to support those in need due to their social conditions or health problems by providing funding for the purchase of medicines and medical devices or therapeutic treatments. In accordance with the principle of equal opportunities, the Foundation – in cooperation with its founder OTP Bank – regularly publishes calls for applications on its website for private individuals to apply for the Foundation's grants.

The Foundation's traditional programmes and activities also continued in 2018. Thanks to the Bank's offering, in 2018 the Foundation donated **322 personal computers** to schools, hospitals or homes for children or the disabled.

As for medical devices, in addition to the medical ventilator donated last year, a **cough assist machine** has been donated to the Pediatric Intensive Care Unit of the Bethesda Children's Hospital. Moreover, after the three ultrasound machines donated previously to the Péterfy Sándor Street Hospital, this year the hospital received a set of **laparoscopic surgical instruments**. With the increased involvement of health-care facilities, the Foundation aims at increasing the number of those benefitting from its support and contributing to the provision of higher-level care to patients in the supported facilities.

Through its operation, the Foundation has granted support in the amount of over HUF 30 million,

thus contributing – directly or indirectly, by providing funds to facilities – to the healing, subsistence or improvement of the living conditions of nearly **26,500 people in need**.

### Play for Prevention

OTP Bank has been a sponsor of the **"Play for Prevention" programme of the Hungarian Charity Service of the Order of Malta** since 2011.

In 7 years the programme has reached out to almost 25,000 children in 825 of Hungary's "most disadvantaged" small communities. In the last 7 years' Christmas seasons, our bank granted a total of HUF 175 million to support this initiative, through which the experience of play is taken to children big and small, using five mobile playgrounds (vans) received from OTP Bank, as most children who come from an underprivileged background will never be able to close the gap caused by such initial disadvantage.

In December 2018, our bank pledged another HUF 25 million to the organisation, one-fifth of which (i.e. HUF 5 million) has been unconventionally voted on by the people. Out of the three key programmes of the Charity Service, the **Baby Box Project** – providing disadvantaged expecting mothers with a kick-off kit – received the largest number of votes.

For more information about OTP Bank's CSR principles, objectives and current events, please visit [www.otpfenntarthatosag.hu](http://www.otpfenntarthatosag.hu).

