

EXECUTION COPY

SUPPLEMENTAL AGENCY AGREEMENT

DATED 5 MARCH 2024

OTP MORTGAGE BANK LTD.
(OTP JELZÁLOGBANK ZÁRTKÖRŰEN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG)
as Issuer

and
OTP BANK NYRT.
as Guarantor

and
CITIBANK, N.A., LONDON BRANCH
as Paying Agent

€5,000,000,000
EURO MEDIUM TERM NOTE PROGRAMME

TABLE OF CONTENTS

Clause	Page
1. Interpretation	3
2. Amendments to the Principal Agency Agreement	3
3. Miscellaneous	3
4. Effective Date.....	4
 Signatory	
Signatories	5

THIS AGREEMENT is dated 5 March 2023

BETWEEN:

- (1) **OTP MORTGAGE BANK LTD.** (*OTP Jelzálogbank Zártkörűen Működő Részvénytársaság*) (the “**Issuer**”);
- (2) **OTP BANK NYRT.** (the “**Guarantor**”); and
- (3) **CITIBANK, N.A., LONDON BRANCH** (in its capacity as the “**Agent**”, which expression shall include any successor agent appointed under Clause 21 of the Principal Paying Agency Agreement (as defined below) and together with the Agent, the “**Paying Agents**” and each a “**Paying Agent**” which expression shall include any additional or successor paying agent appointed under Clause 21 of the Principal Paying Agency Agreement (as defined below)).

WHEREAS

- (A) The parties to this Agreement entered into an agency agreement dated 12 December 2023, (the **Principal Agency Agreement**) in respect of the Issuer’s €5,000,000,000 Euro Medium Term Note Programme (the **Programme**).
- (B) The parties hereto have agreed to enter into this Agreement to effect certain modifications to the Principal Agency Agreement.

IT IS AGREED as follows:

1. INTERPRETATION

Terms defined or construed in the Principal Agency Agreement shall bear the same meanings or construction when used in this Agreement. In the event of any inconsistency between definitions in the Principal Agency Agreement and this Agreement, the definition in this Agreement shall apply for the purposes of the Principal Agency Agreement and this Agreement.

2. AMENDMENTS TO THE PRINCIPAL AGENCY AGREEMENT

Clause 6.1 of the Principal Agency Agreement shall be deleted and replaced by the following:

“6.1 The Issuer shall, no later than 10.00 a.m. (London time), on each date on which any payment in respect of the Mortgage Notes becomes due where such Mortgage Notes are denominated in EUR, GBP or USD, or in the case of Mortgage Notes denominated in any other currency (unless otherwise agreed between the Issuer and the Agent), no later than 2.00 p.m (London time) on the business day prior to each day on which any payment in respect of such Mortgage Notes becomes due, transfer to the Agent such amount as may be required for the purposes of such payment. If the Agent determines in its absolute discretion that payment in accordance with this subclause 6.1 is required to be made earlier, it will provide the Issuer with no less than 21 days’ prior notice in writing of such requirement.”

3. MISCELLANEOUS

The provisions of clauses 28, 29, 30 and 31 of the Principal Agency Agreement, as amended by this Agreement, shall also apply to this Agreement as if expressly incorporated into this Agreement and amended appropriately to refer to this Agreement.

4. EFFECTIVE DATE

This Agreement supplements and should be read in conjunction with the Principal Agency Agreement. The amendments contemplated by this Agreement shall take effect from the date hereof, including in respect of any Mortgage Notes issued prior to the date of this Agreement. Save for the amendments to the Principal Agency Agreement expressly provided herein, all terms and conditions of the Principal Agency Agreement shall remain in full force and effect. The Principal Agency Agreement and this Agreement shall henceforth be read and construed together as one agreement.

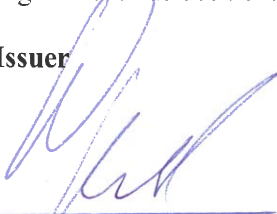
AS WITNESS the hands of the duly authorised representatives of the parties hereto the day and year first before written.

SIGNATORIES

This Agreement has been entered into on the date stated at the beginning of this Agreement.


The Issuer

By:



CSABA NAGY

By:




TAMÁS IMRE SÓS

The Guarantor

OTP Bank Nyrt. 

By: JÁNOS PATAKI

By: 
IMRE BABARCZI

The Agent

CITIBANK, N.A., LONDON BRANCH

By:

A handwritten signature in black ink, appearing to read 'David Rowlandson', with a long horizontal flourish extending to the right.

David Rowlandson
Vice President