

## Disclosure according to Section 312/A. of the Hungarian Companies Act – Declaration on remuneration guidelines of OTP Bank Plc.

According to the provisions of Section 312/A. of Act IV of 2006 on Business Associations, OTP Bank Plc. hereby discloses all monetary and non-monetary types of compensation provided for the members of the Board of Directors, the Supervisory Board and Audit Committee of the Company in 2012, broken down to individual members and legal titles:

| Name                      | Position                            | Amount of the compensation |                                    | The total amount of compensations in 2012 (HUF) |
|---------------------------|-------------------------------------|----------------------------|------------------------------------|---|
|                           |                                     | HUF/month                  | OTP share piece/month <sup>1</sup> |   |
| <b>Board of Directors</b> |                                     |                            |                                    |   |
| Dr. Sándor Csányi         | Chairman                            | 780,000                    | 1,000                              | 9,360,000                                       |
| Dr. Antal Pongrácz        | Deputy Chairman                     | 755,000                    | 900                                | 9,060,000                                       |
| Dr. István Gresa          | Member <sup>2</sup>                 | 670,000                    | 800                                | 5,391,905                                       |
| Mihály Baumstark          | Member (non-executive)              | 670,000                    | 800                                | 8,040,000                                       |
| Dr. Tibor Bíró            | Member (non-executive)              | 670,000                    | 800                                | 8,040,000                                       |
| Péter Braun               | Member (non-executive)              | 670,000                    | 800                                | 8,040,000                                       |
| Tamás Erdei               | Member (non-executive) <sup>2</sup> | 670,000                    | 800                                | 5,391,905                                       |
| Zsolt Hernádi             | Member (non-executive)              | 670,000                    | 800                                | 8,040,000                                       |
| Dr. István Kocsis         | Member (non-executive) <sup>3</sup> | 670,000                    | 800                                | 6,088,261                                       |
| Dr. László Utassy         | Member (non-executive)              | 670,000                    | 800                                | 8,040,000                                       |
| Dr. József Vörös          | Member (non-executive)              | 670,000                    | 800                                | 8,040,000                                       |
| <b>Supervisory Board</b>  |                                     |                            |                                    |   |
| Tibor Tolnay              | Chairman                            | 1,500,000                  | ---                                | 18,000,000                                      |
| Dr. Gábor Horváth         | Deputy Chairman                     | 1,300,000                  | ---                                | 15,600,000                                      |
| Pierre Lefèvre            | Member <sup>4</sup>                 | 1,000,000                  | ---                                | 8,900,000                                       |
| Dr. Márton Gellért Vági   | Member                              | 1,000,000                  | ---                                | 12,000,000                                      |
| Antal Kovács              | Member (employee)                   | 1,000,000                  | ---                                | 12,000,000                                      |
| András Michnai            | Member (employee)                   | 1,000,000                  | ---                                | 12,000,000                                      |

Beyond the honorarium, entertainment allowance is provided for the non-executive members of the Board of Directors and Chairman of the Supervisory Board in the amount of HUF 500,000 on an annual basis.

27 March 2013

<sup>1</sup> The share allowance is granted once a year within 30 days from the General Meeting closing the evaluated economic year; and regarding 50% of the share allowance the beneficiaries bear the burden of restraint on alienation till the end of the mandate.

<sup>2</sup> from 27 April 2012

<sup>3</sup> until 3 October 2012

<sup>4</sup> Mr. Pierre Lefèvre resigned from his title as member of the Supervisory Board effective from 26 September 2012. The amount of the honorarium is transferred to Groupama S.A.