

### **Annual General Meeting Announcement of OTP Bank Plc.**

The Board of Directors of OTP Bank Plc. (registered office: H-1051 Budapest, Nádor utca 16., registered with the Company Court of the Metropolitan Court of Budapest under number 01-10-041585; ISIN: HU0000061726) (hereinafter: The Company) in connection with the ordinary Annual General Meeting of 2021 informs its shareholders the following.

**According to the current situation due to the virus epidemic, on 22 February 2021 the Parliament passed Act I of 2021 on the prevention of the coronavirus pandemic, which extends the validity of Government Decree no. 502/2020 (XI. 16.) on the re-introduction of various provisions on the operation of personal and property pooling organizations in the event of a State of Danger (hereinafter: Government Decree) until 22 May 2021. Pursuant to Section 9 of the Government Decree, during its force, a general meeting with personal attendance may not be held at a public limited company. Pursuant to Section 9 of the Government Decree, the management (Board of Directors) of a public limited company may decide on all issues on the published agenda, including amendments to the Articles of Association, as well as on matters specified in the Government Decree according to which the Board of Directors are entitled to pass resolutions in the competency of the General Meeting. According to the above, the Board of Directors shall decide acting within the competency of the General Meeting on the agendas of the General Meeting on 16 April 2021 (Friday).**

**The Board of Directors shall publish the resolutions brought within the competency of the General Meeting immediately, but not later than within one working day, in accordance with the Articles of Association of the Company on the website of the Company ([www.otpbank.hu](http://www.otpbank.hu)), on the website of the Budapest Stock Exchange (BSE) ([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)).**

#### **I. The Board of Directors acting in the competency of the General Meeting shall pass resolutions on the following Agenda:**

1. The Company's parent company's financial statements and consolidated financial statements in accordance with International Financial Reporting Standards for the year ended 2020, as well as the proposal for the use of after-tax profit of the parent company:
  - The report of the Board of Directors on the Company's business operation in 2020;
  - Proposal on the Company's parent company's financial statements in accordance with International Financial Reporting Standards for the year ended 2020 (statement of financial position, statement of profit or loss, statement of comprehensive income, statement of changes in equity, statement of cash-flows, notes to the financial statements);
  - Proposal for the use of the after-tax profit of the parent company;
  - Proposal on the Company's consolidated financial statements in accordance with International Financial Reporting Standards for the year ended 2020 (statement of financial position, statement of profit or loss, statement of comprehensive income, statement of changes in equity, statement of cash-flows, notes to the financial statements);
  - Report of the Supervisory Board on the annual financial statements for 2020 and its proposal regarding the use of after-tax profit;
  - Audit Committee's report on the annual financial statement for 2020 and proposal for the use of the after-tax profit;
  - Results of the Independent Auditor's Report for the year ended 2020.
2. Approval of the Corporate Governance Report for Y2020
3. Evaluation of the activity of executive officers performed in the past business year, decision on the granting of discharge of liability

4. Election of the Company's audit firm, the determination of the audit remuneration, and determination of the substantive content of the contract to be concluded with the auditor
5. Proposal on the addition of new Article 11 Section 13 of the OTP Bank Plc.'s Articles of Association
6. Proposal on the group-level remuneration guidelines of OTP Bank Plc.
7. Authorization of the Board of Directors to acquire the Company's own shares
8. Election of the member of the Supervisory Board
9. Election of the Member of the Audit Committee
10. Determination of the remuneration of members of the Supervisory Board and the Audit Committee
11. Election of and the determination of the remuneration of the members of the Board of Directors

The Company informs its Shareholders that

- a) Pursuant to Section 9 (4) of the Government Decree, if the shareholders request the convening of the general meeting in accordance with Section 9 (7) of the Government Decree, for the subsequent approval of the amendment of the articles of association pursuant to Section 9 (2) of the Board of Directors, the amendment of the articles of association shall cease to be valid on the day following the date of the general meeting convened pursuant to Section 9 (7), if it is not subsequently approved by the general meeting.
  - b) Pursuant to Section 9 (6) of the Government Decree, the convening of the general meeting may be initiated pursuant to Section 9 (7) for the purpose of subsequent approval of the decision on the financial statements and the use of the after-tax profit, with the exception that shareholders have the right to convene the general meeting within 30 days of the publication of the decision of the management on the financial statements and the use of the after-tax profit. Failure to meet this deadline, including if the shareholder's application is not received by the public limited company by the last day of the deadline, will result in forfeiture. In case of initiating the convening of the general meeting, the announcement of the general meeting shall be published within 45 days after the termination of the state of danger, if the state of danger has already ceased upon receipt of the shareholder's request, within 45 days of receiving the shareholder's request.
  - c) Pursuant to Section 9 (7) of the Government Decree, within 30 days after the termination of the state of danger, shareholders holding at least 1% of the votes may request the convening of the general meeting for the subsequent approval of resolutions, on agendas not mentioned in Section 9 (5), of the management acting in the competency of the general meeting during the state of danger. The right to convene a general meeting shall be vested to shareholders who are included in the share register of the public limited company on the basis of the shareholder identification procedure requested and carried out in connection with the general meeting originally announced or published under this Government Decree. The provisions on registration in the share register prior to the general meeting shall apply to the shareholder identification procedure and registration in the share register carried out pursuant to the announcement. The announcement to the general meeting shall be published within 45 days of the receipt of the shareholder's request within the forfeiture period.
  - d) Pursuant to Section 9 (8) of the Government Decree, if the period between the termination of the state of danger and 1 April of the following calendar year is less than 180 days, the convening of the general meeting according to Section 9 (6) and Section 9 (7) is not possible, however, the approval of the resolutions of the general meeting passed by the management of the company during the state of danger may be put on the agenda at the next general meeting.
- II. The Company requests the KELER Central Depository Private Company Limited by Shares (hereinafter: KELER Ltd.) to perform shareholder identification for the date of the decision of Board of Directors acting in the competency of the General Meeting, as a corporate event. **The date of the shareholder identification is 9 April 2021 (Friday).** The rules pertaining to the shareholder identification process are set out in the latest effective regulations of KELER Ltd.

The Company, at 18:00 Budapest time on the second working day before the decision of the Board of Directors acting in the competency of the Annual General Meeting, shall delete all the data in the Share Register, and concurrently with this it shall register the results of the shareholder identification process in the Share Register, and shall close it with the results of the shareholder identification. After this any entry related to a shareholder's shareholding may only be made, at the earliest, on the working day following the closure of the decisions of the Board of Directors acting in the competency of the Annual General Meeting.

**Only persons whose names are registered in the Share Register at the time of its closure are entitled to exercise shareholder rights.** The closure of the Share Register will not limit the right of any person registered in the Share Register in respect of the transfer of his/her shares following the closure of the Share Register. Any transfer of shares prior to the initial day of the Annual General Meeting shall not preclude the right of a person registered in the Share Register to exercise the rights as Government Decree to which he/she is entitled as a shareholder.

- III. The written documents related to the decision-making of the Board of Directors acting in the competency of the General Meeting will be available from 25 March 2021 (Thursday) at the Budapest Regional Branch of OTP Bank Plc. (H-1052 Budapest, V. Deák Ferenc utca 7-9.), as well as on the website of the Company ([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)).**

**The Board of Directors of OTP Bank Plc.**