

**Proposal on the amendment of Article 5 Section 7, Article 6 Section 4, Article 8 Section 4, Article 13 Section 3, Article 13 Section 4, Articles 15 Section 2 of the OTP Bank Plc.'s Articles of Association**

**Summary of the proposal**

The amendments related to the sections of the Articles of Association (hereinafter: AoA) listed below:

**Proposal concerning the modified rules of Act on the Capital Market (AoA [Article 6 Section 4])**

**Proposals concerning the modified rules of International Financial Reporting Standards (so-called IFRS) stipulated by Act on Accounting (AoA [Article 13 Section 3, Article 13 Section 4])**

**Proposals concerning the modified rules of the new Code of Civil Procedure (AoA [Article 5 Section 7, Articles 15 Section 2])**

**Proposal concerning the modified corporate name of KELER Central Depository Private Company Limited by Shares (AoA [Article 8 Section 4])**

**Presentation of the amendment proposal**

The text of the AoA is written in Times New Roman font; the new parts of the text are indicated by double underlining, and the ~~deleted parts~~ by cross-through.

## **Detailed amendment proposals**

Our amendment proposal for the ordinary Annual General Meeting for year 2018 is related to the harmonization of the Articles of Association and other legal regulations, moreover to the modification of the corporate name of KELER Central Depository Private Company Limited by Shares.

### **1. PROPOSAL CONCERNING THE MODIFIED RULES OF ACT ON THE CAPITAL MARKET (AOA [ARTICLE 6 SECTION 4])**

By the reason of the provision of Act on the Capital Market which was modified by the Act LXIX of 2017 on the modification of acts regulating the operation of financial markets and the trading of financial instruments for legal harmonization on 3 January 2018, contained by the AoA, it is proposed to modify the AoA as follows. (The new parts of the text of AoA are indicated by double underlining, and the deleted parts by cross-through, the proposal followed by reasoning.)

#### **[Shareholders' rights and obligations]**

6.4. [...] The Company must also be provided with proof of the conditions for exemption from the notification obligation in accordance with Section 61 (7)-(8) and (11), and Section 61 (10)-~~(11)~~(11a)-(12), of the Capital Markets Act.

#### ***Reasoning:***

The purpose of the modification of AoA is to harmonize its text with the Act on the Capital Market modified on 3 January 2018. The modified point concerns the obligation of notification of the shareholders when they are below or above the threshold of holdings (5, 10, 15, 20%, etc.) and the exemption from this obligation of notification. The proposed modification of AoA does not change factually the shareholders obligation of notification towards the Company, it only maps the modification of the Act on the Capital Market. The essence of it that a shareholding situation (shares held in the trading book), which meant an exemption from the obligation of notification until now, shall not be - ab ovo - required to take account of voting rights attaching to shares (unlike the former situation when it had to be taken account but this situation was exempted from the obligation of notification).

### **2. PROPOSALS CONCERNING THE MODIFIED RULES OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (SO-CALLED IFRS) STIPULATED BY ACT ON ACCOUNTING (AOA [ARTICLE 13 SECTION 3, ARTICLE 13 SECTION 4])**

By the reason of modification of Act C of 2000 on Accounting ("Act on Accounting") it is proposed to modify the text of the AoA in order to adjust it to the terminology of international accounting standards (hereinafter referred to as "IFRS") applied by the effective legal text.

#### **[Reports of the Company and the distribution of profit]**

13.3. The Company's business results are determined in accordance with ~~the prevailing Hungarian statutory provisions~~ international accounting standards promulgated in the Official Journal of the EU by way of the procedure provided for in regulation on the application of international accounting standards (hereinafter referred to as "IFRS").

- 13.4. Shareholders are entitled to receive a dividend from the Company's available profit ~~reserves supplemented by the previous financial year's after tax profit~~ determined by the IFRS covering retained earnings from the last financial year for which accounts have been adopted comprising post-tax profit or loss of that financial year that has been set aside by the General Meeting for distribution among the shareholders.

**Reasoning:**

The purpose of the modification of AoA is to harmonize the text of the AoA with the modified, effective terminology of Act on Accounting, in particular consideration of the Company's business results and available profit that has been set aside by the General Meeting for distribution are determined in accordance with the application of international accounting standards.

**3. PROPOSALS CONCERNING THE MODIFIED RULES OF THE NEW CODE OF CIVIL PROCEDURE**  
(AOA [ARTICLE 5 SECTION 7, ARTICLES 15 SECTION 2])

Regarding the promulgation of the new Act on Civil Law Procedure ("Act on Civil Law Procedure") on 1 January 2018 and the related new number of act, the modification of two provisions of the AoA is proposed as follows.

**[The Company's registered capital, Shares and Share Register]**

- 5.7. The party acquiring shares, following the transfer of shares to such party, may request that the Board of Directors register the transfer in the Share Register, by submitting a request with the data specified in point 5.6, set out in a private deed of full probative force in accordance with ~~Act III of 1952 on Civil Law Procedure~~ Act on Civil Law Procedure. [...]

**[Notices]**

- 15.2. Any legal declaration made by the shareholder to the Company shall only be valid if set forth in a public document, or in a private deed of full probative force in accordance with ~~Act III of 1952 on Civil Procedure~~ Act on Civil Law Procedure.

**Reasoning:**

Regarding the promulgation of the new Act on Civil Law Procedure on 1 January 2018, we propose the modification of those two provisions of the AoA which contain the former, annulled number of the Act on Civil Law Procedure. In order to the AoA will comply with effective Hungarian statutory provisions any time in the future, we propose to delete the factual number of the act and to keep the name of the act in the text.

**4. PROPOSAL CONCERNING THE MODIFIED CORPORATE NAME OF KELER CENTRAL  
DEPOSITORY PRIVATE COMPANY LIMITED BY SHARES**  
(AOA [ARTICLE 8 SECTION 4])

Regarding the modification of corporate name of KELER Central Depository Private Company Limited by Shares ("Keler Ltd.") the correction of the AoA is proposed as follows.

### **[The Company's General Meeting]**

- 8.4. The Company asks ~~Central Clearing House and Depository Zrt.~~ KELER Central Depository Private Company Limited by Shares (hereinafter: Keler Zrt.) to perform shareholder identification for the purposes of the General Meeting (including any repeated General Meeting), as a corporate event. [...]

#### ***Reasoning:***

The purpose of the modification of AoA is to harmonize the text of the AoA with the modification of the corporate name of Keler Ltd. in consideration of the Company also asks Keler Ltd. to perform shareholder identification for the purposes of the General Meeting (including repeated General Meeting), as a corporate event.

***Text of resolution proposal:***

*The General Meeting approves the amendment of Article 5 Section 7, Article 6 Section 4, Article 8 Section 4, Article 13 Section 3, Article 13 Section 4, Articles 15 Section 2 of the Articles of Association in accordance with the proposal of the Board of Directors, as per the annex to the minutes of the Annual General Meeting.*