

ARTICLES OF ASSOCIATION

in consolidated format

setting out the main rules relating to the structure and the operation of OTP Bank Plc. (hereinafter: **Company**) in compliance with the requirements set out in Act V of 2013 on the Civil Code (hereinafter: **Civil Code**), Act CCXXXVII of 2013 on Credit Institutions and Financial Enterprises (hereinafter: **Credit Institutions Act**) and Act CXX of 2001 on the Capital Market (hereinafter: **Capital Markets Act**), as well as in Act CXXXVIII of 2007 on Investment Firms and Commodity Dealers and on the Regulations Governing their Activities (hereinafter: **Investment Services Act**), and drawn up on the basis of the decision of the Company's founders and the resolutions passed by a qualified majority of its General Meetings, and on the resolution of the Board of Director, most recently in accordance with resolutions no. 5/2/2016, no. 5/3/2016 and no. 5/4/2016 passed by the Company's General Meeting of 15 April 2016.

Article 1

Core Data of the Company

- 1.1. The corporate name of the Company: OTP Bank Nyrt.
The corporate name of the Company in English: OTP Bank Plc.
- 1.2. The registered seat of the Company: 1051 Budapest, Nádor u. 16.
A list of the Company's permanent establishments and branch offices is contained in Annex 2 of the Articles of Association.
- 1.3. The company operates as a publicly held joint stock company.
- 1.4. The Company is the general legal successor of the state-owned National Savings Bank (in Hungarian: *Országos Takarékpénztár*) established with resolution 60/1949 (XII.28.) of the Government of the Republic of Hungary and registered at the Court of Registry under number 01-01-002049, exception its activity incorporated in an independent organization prior to its transformation. The Company was transformed from a government-managed state-owned company into an incorporated business entity at the time specified in clause 2.2, in accordance with Act XIII of 1989. With respect to matters ongoing before or at the time of the transformation, the holder of the official licences issued for the National Savings Bank – except with respect to the independently registered organisations – shall be this Company.

The Company is also liable for any claims existing against the National Savings Bank, and the beneficiary of commitments in favour of the National Savings Bank, observing the provisions of the foregoing.

Article 2

Term of incorporation

- 2.1. The Company is established for an indefinite period of time.