

## 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.

- 2.2. The date of the Company's establishment is the first working day following the date of signing of the Articles of Association.
- 2.3. The Company commenced operation on the day of its establishment.

### Article 3

#### The objective of the Company

The basic objective of the Company is:

To operate a financial institution registered in Hungary, operating as a credit institution (bank) that is authorised to provide the complete range of banking and investment services.

### Article 4

#### The Company's activities

The Company's core activity:

TEÁOR 64.19 Other monetary intermediation

The Company's other activities:

(TEÁOR 64.91) Financial leasing

(TEÁOR 64.99) Other financial service activities, except insurance and pension funding n.e.c.

(TEÁOR 66.12) Security and commodity contracts brokerage

(TEÁOR 66.19) Other activities auxiliary to financial services, except insurance and pension funding

(TEÁOR 66.22) Activities of insurance agents and brokers

(TEÁOR 66.30) Fund management activities

(TEÁOR 69.20) Accounting, bookkeeping and auditing activities, tax consultancy

(TEÁOR 68.20) Renting and operating of own or leased real estate

(TEÁOR 85.59) Other education n.e.c.

(TEÁOR 56.29) Other food service activities

### Article 5

#### The Company's registered capital, Shares and Share Register

- 5.1. The Company's starting registered capital based on the balance sheet and audited balance sheet made from the attached asset valuation, was HUF 23 billion, of which HUF 14,500 million was a non-cash contribution, and HUF 8,500 million was a cash contribution.
- 5.2. The Company's registered capital is HUF 28,000,001,000, that is twenty-eight thousand million one thousand Hungarian forint, divided into 280,000,010 that is Two hundred and eighty million and ten dematerialised ordinary shares with a nominal

value of HUF 100 each, and a total nominal value of HUF 28,000,001,000, that is twenty eight billion one thousand Hungarian forint.

- 5.3. The ordinary shares of the Company specified in 5.2 all have the same nominal value and bestow the same rights in respect of the Company.
- 5.4. (Deleted)
- 5.5. (Deleted)
- 5.6. The Board of Directors maintains, at the Company's registered office, a Share Register with respect to the Company's shares, shareholders and shareholders' proxies, in which it records the following data:
  - a.) the name (company) of the shareholder (shareholder's proxy);
  - b.) the precise address (registered office) of the shareholder;
  - c.) if the shareholder is a natural person, his or her nationality and mother's maiden name;
  - d.) the date of registration of the share transfer in the Share Register;
  - e.) in case of jointly owned shares, the shareholder's and the joint representative's details as specified in points a, b, c above;
  - f.) (deleted)
  - g.) the file number and date of the supervisory resolution relating to the share acquisition;
  - h.) if the share(s) were transferred in an illegal manner, the comment that "This entry shall not be construed as registration in the Share Register, since the share(s) were transferred in an illegal manner;
  - i.) if the shareholding of a shareholder registered in the Share Register, becomes unlawful due to changes occurring following the lawful acquisition of shares (e.g. due to the occurrence of indirect shareholding), the data shall be supplemented with the comment, regarding the unlawful business quota, that: "this entry shall not be construed as registration in the Share Register, because, on the basis of the share(s), the shareholding breaches legal restrictions.";
  - j.) the ISIN, nominal value, type (class) and series of the share;
  - k.) the date of withdrawal and destruction of the share.

If a comment is entered in the Share Register in accordance with point h) or i) of this Clause, the person requesting the entry shall be notified in writing without delay.

The Board of Directors of the Company shall record the ownership shares of each shareholder, broken down by series, based on the Share Register data.

The Company's Board of Directors shall record, as an annex to the Share Register, the information necessary for identifying indirect stakes – calculated in accordance with annex 3 of the Credit Institutions Act – held in the Company by shareholders that possess at least a 5% ownership share.

Shareholders that possess or acquire at least a 5% ownership share or voting rights are under an obligation to notify the Company of their indirect stake in the Company, or any changes thereto, at the same time disclosing the data necessary for identifying

such stake.

Anyone may view the Share Register. The Company provides the opportunity for such viewing – by appointment in the event of a specific prior written request to this effect – continuously during working hours, at the Company’s registered office. Any person in respect of whom the share register contains existing or deleted data may request a copy of the part of the share register relating to him or her. The Company shall issue such copy to the entitled party within five days, free of charge.

- 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. A certificate of ownership issued, with the content specified in the applicable laws, by the investment firm or credit institution keeping the shareholder’s securities account, certifying ownership of the shares and, if the share transfer requires the prior approval of the Hungarian National Bank of Hungary (hereinafter: **Supervisory Authority**), the prior approval of the Supervisory Authority, must be attached to the request.
- 5.8. Following the submission of a request in accordance with 5.7. or following a request submitted by the investment firm or credit institution keeping the shareholder’s securities account – containing the data specified in 5.6. – the Board of Directors, in accordance with the provisions of these Articles of Association, and observing the limitation set out in 8.4, shall register the shareholder in the Share Register without delay, provided that the share acquisition is legal.
- 5.9. The owner of shares is liable for all such damages as are caused to anyone because it provided false information in the request for registration into the Share Register.
- 5.10. A shareholder who is not registered in the Share Register may not exercise the shareholder’s rights conferred by the shares in respect of the Company.
- 5.11. The Board of Directors of the Company is obliged to register any temporary shares issued by the Company, and the persons entitled to own them, in the Share Register in the same way as the other shares, but separately from them.
- 5.12. No one may have a shareholding in the Company on the basis of shares that exist or have been acquired in contravention of the restrictions stipulated in the law or in the Articles of Association; no shareholder’s rights may be enforced in respect of the Company with such shares.
- 5.13. The Company may acquire treasury shares in accordance with the rules of the Civil Code. The prior authorisation of the General Meeting is not required for the acquisition of treasury shares if the acquisition of the shares is necessary in order to prevent a direct threat of severe damage to the Company (this provision is not applicable in the event of a public purchase offer aimed at buying up the Company’s shares), as well as if the Company acquires the treasury shares in the context of a judicial procedure aimed at the settlement of a claim to which the Company is entitled, or in the course of a transformation.

## Article 6

### Shareholders' rights and obligations

- 6.1. In the absence of any provision of these Articles of Association to the contrary, the shareholders may exercise their shareholder's rights and shall fulfil their obligations in accordance with the Civil Code and the other applicable statutory provisions.
- 6.2. Shareholders may exercise their rights primarily at the General Meeting.
- 6.3. The Company's ordinary shares confer one vote per share.
- 6.4. An individual shareholder or group of shareholders may not exercise voting rights in respect of in an extent exceeding 25%, or – if the voting rights of another shareholder or group of shareholders exceed 10% – exceeding 33% of the total voting rights represented by the shares conferring voting rights at the Company's General Meeting.

The shareholder is obliged to notify the Company's Board of Directors without delay if the shareholder directly or indirectly, or together with other shareholders in the same group of shareholders, holds more than 2% of the voting rights represented by the shares conferring voting rights at the Company's General Meeting. Concurrently with this, the shareholder is obliged to designate the shareholders through which the indirect voting right exists, or the members of the group of shareholders. In the event of a failure to provide such notification, or if there are substantive grounds for assuming that the shareholder has made a misleading declaration regarding the composition of the shareholder group, then the shareholder's voting right shall be suspended and may not be exercised until the shareholder has met the above obligations. The notification obligation stipulated in this paragraph and the related legal consequences are also incumbent upon individuals who are classified or may be classified as the Company's shareholders under Article 61 of the Capital Markets Act. 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 Section 61 (10)-(11)-(12), of the Capital Markets Act.

Shareholder group: the shareholder and another shareholder, in which the former has either a direct or indirect shareholding or has an influence without a shareholding (collectively: a direct and/or indirect influence); furthermore: the shareholder and another shareholder who is exercising or is willing to exercise its voting rights together with the former shareholder, regardless of what type of agreement between the participants underlies such concerted exercising of rights.

For determining the existence and extent of the indirect holding, the rules of the Credit Institutions Act relating to the calculation of indirect ownership shall be applied.

If the voting rights that may be exercised by a shareholder group exceed the threshold stipulated in the first paragraph of this section, the voting rights shall be reduced in such a way that the voting rights relating to the shares most recently acquired by the group of shareholders shall not be exercisable.

- 6.5. The Company shall publish the minutes of the general Meeting in accordance with Article 15, concurrently with their submission to the Court of Registration. Any shareholder may request from the Board of Directors a copy or an excerpt of the minutes.
- 6.6. The Company informs its shareholders and the capital market about its operation and business activity at the general meetings, and through the general meeting documentation and the disclosures prescribed under the Capital Markets Act, the Investment Services Act and the regulations of the Budapest Stock Exchange (hereinafter: BSE). The Company's business books and other business documents constitute business secrets under the Civil Code, and may not be viewed by the shareholders.
- 6.7. (Deleted)

## Article 7

### Signing on behalf of the Company

- 7.1. Company signatures are executed by the persons authorised to sign on behalf of the Company, by writing their own names under the written or preprinted (printed) company name, in accordance with the following rules.
- 7.2. The following are authorised to sign on behalf of the Company:
  - a.) two members of the Board of Directors jointly, one of whom must be in an employment relationship with the Company (executive board member);
  - b.) two managing directors jointly;
  - c.) an executive board member jointly with a managing director;
  - d.) two employees authorised by the Board of Directors to sign on behalf of the Company jointly;
  - e.) an executive board member jointly with an employee authorised by the Board of Directors to sign on behalf of the Company, and
  - f.) an employee authorised by the Board of Directors to sign on behalf of the Company, jointly with a managing director.
- 7.3. Those entitled to sign on behalf of the Company shall exercise their entitlement in the manner recorded fixed in the authenticated company signature declaration.

## Article 8

### The Company's General Meeting

- 8.1. The supreme governing body of the Company is the General Meeting of the shareholders.
- 8.2. The language of discussion at the General Meeting is Hungarian.
- 8.3. The shareholders may exercise their right to participate and vote at the General Meeting either in person or through a proxy. The letter of proxy must be presented in

the form of a notarised document or a private deed of full probative force, and a copy must be handed over at the place and during the period specified in the announcement on the convening of the General Meeting. The letter of proxy may be valid for one general meeting or for a specified period, but for a maximum of twelve months. The letter of proxy – in the absence of a provision to the contrary – shall extend to a general meeting convened to continue a suspended general meeting, or a general meeting that has been reconvened due to lack of quorum.

- 8.4. The Company asks Central Clearing House and Depository Zrt. (hereinafter: Keler Zrt.) to perform shareholder identification for the purposes of the General Meeting (including any repeated General Meeting), as a corporate event. The date of the shareholder identification may only fall between the 7<sup>th</sup> (seventh) and 5<sup>th</sup> (fifth) trading days prior to the General Meeting (including any repeated General Meeting). The rules relating to the shareholder identification process are set out in the latest effective regulations of Keler Zrt.

The Company, at 18:00 Budapest time on the second working day before the General Meeting (or repeated General Meeting), deletes all the data in the Share Register and at the same time registers the results of the shareholder identification process in the Share Register, and closes it with the results of the shareholder identification. After this any entry related to the shareholder's holding may only be made, at the earliest, on the working day following the closure of the General Meeting or following the day of the non-quorate General Meeting.

- 8.5. The following are preconditions for participating in the General Meeting and exercising the voting right based on a given share:
- a.) possession of the shares at the time of the owner identification must be certified by the result of the shareholder identification process,
  - b.) (deleted)
  - c.) the holder of the share must be registered in the Company's Share Register by the time of its closure in accordance with point 8.4., and
  - d.) the shareholder's possession of shares and/or voting rights must not violate the statutory provisions or the provisions of these Articles of Association, which circumstances shall be checked by the Company.

The transfer of the share prior to the start of the General Meeting does not preclude the right of a person registered in the Share Register in accordance with section 8.4 to participate in the General Meeting and to exercise the shareholder's rights.

- 8.6. If there are substantive grounds to presume that the exercising of voting rights by any shareholder or shareholders might result in a breach of the rules of the Capital Markets Act relating to the acquisition of a controlling interest, the Board of Directors' authorised representative responsible for the registration of shareholders at the venue of the General Meeting, or the Chairman of the General Meeting, may exclude the affected shareholders from attending the General Meeting or exercising voting rights.

- 8.7. The Company is not liable for the failure of shareholders to attend or for their failure to exercise their voting rights based on their shares, if the registration of the shareholder has not taken place because
- a.) the notice on the result of the shareholder identification was received by the

- b.) Company after the closure of the Share Register, or the shareholder's shareholding and voting rights breach the statutory provisions or the rules of these Articles of Association.
- 8.8. Voting at the General Meeting is performed using a computer, with a voting device. The shareholder or the shareholder's proxy, provided that he or she is attending lawfully in accordance with the provisions of these Articles of Association, may collect the voting device after certifying his or her identity and signing the attendance register at the venue of the General Meeting. If due to technical reasons voting is not possible with the voting device, the voting shall take place using books of voting slips. Any given shareholder (including a shareholder represented by a shareholder's proxy) is only entitled to use a single voting device (book of voting slips).
- 8.9. The ordinary General Meeting shall be convened annually after the financial statements of the previous business year, furnished with the auditor's clause, have been made.
- 8.10. An extraordinary General Meeting shall be convened if the Board of Directors or the previous General Meeting has decided so, or if a written request is submitted to the Board of Directors by shareholders representing at least 5% of the registered votes, specifying the reason and purpose.
- 8.11. Shareholders representing at least 1% of the votes – observing the rules on the level of detail of the agenda – may request, in writing, that the Board of Directors include a particular issue in the agenda of the convened General Meeting. This right may be exercised by the minority shareholders within eight days after the announcement of the General Meeting. The Board of Directors is obliged to include the motion on the agenda of the General Meeting, and publish it within eight days in accordance with Article 15.
- 8.12. The General Meeting is convened by the Board of Directors. The Supervisory Board convenes the General Meeting in the cases specified in the Civil Code.
- 8.13. The notice convening the General Meeting – in the absence of any provision of the Civil Code or Credit Institutions Act to the contrary – shall be published in the manner specified for the Company's notices, at least 30 days before the first day of the planned General Meeting. An announcement convening an (extraordinary) General Meeting to decide on an increase of capital in the interest of avoiding the ordering of a procedure referred to in Article 135, paragraph (2) of the Hpt. may be published at least 10 days prior to the planned first day of the General Meeting.
- 8.14. The invitation must contain the following
- a.) the Company's name and registered office;
  - b.) the date and place of the General Meeting;
  - c.) the manner of holding the General Meeting;
  - d.) the agenda of the General Meeting;
  - e.) the provisions contained in section 8.5. of these Articles of Association, with a reminder that participation and voting at the General Meeting is subject to these provisions;
  - f.) information regarding the place and date of presenting letters of proxy;



- g.) the place and date of the reconvened General Meeting, if the General Meeting is inquorate;
  - h.) the date of the shareholder identification and the closure of the Share Register;
  - i.) the fact that a condition for exercising the shareholder's rights is that the shareholder must be listed in the Share Register at the time of closure of the Share Register, but following this the shares may be freely traded without affecting the exercisability, at the General Meeting, of the rights that are due to the shareholder;
  - j.) the conditions, prescribed in the Articles of Association, for the exercising of the shareholder's right to request information;
  - k.) the conditions, prescribed in the Articles of Association, for the exercising of the shareholder's right to add items to the agenda of the General Meeting, and
  - l.) information relating to the time, place and manner of accessing the proposals and motions on the agenda of the General Meeting (including the address of the Company's website).
- 8.15 The agenda of the General Meeting is determined by the Board of Directors, but it is obligatory to include the proposal of the shareholders submitted in accordance with section 8.11. Any issues not included in the announced agenda may be discussed by the General Meeting only if all the shareholders are present and if they give their unanimous consent to such.
- 8.16 The Company shall publish its proposals relating to the matters on the agenda, and the Supervisory Board reports related to them, as well as the resolution proposals, on the Company's website, at least twenty-one days prior to the general meeting.
- 8.17. The General Meeting shall have a quorum if the shareholders representing over one third of the votes embodied by voting shares are in attendance.
- 8.18 If a properly convened General Meeting is inquorate, the reconvened General Meeting – convened at the time and place specified in the notice described in section 8.13 – shall be quorate with respect to the items on the original agenda, regardless of the extent of voting rights represented by those in attendance. Should the agenda of the General Meeting contain a proposal regarding the termination of trading in the shares in all regulated markets (hereinafter: delisting), the reconvened General Meeting shall have a quorum with regard to this agenda item if the shareholders representing more than half of the votes embodied by the voting shares are in attendance.
- 8.19. If the quorate General Meeting is unable to pass resolutions with regard to all of the items on its agenda, the General Meeting may resolve to suspend the General Meeting and to hold a continued General Meeting, indicating the time and venue of such continuation. The General Meeting may be suspended on only one occasion, and the continued General Meeting must be held within thirty (30) days from the day of suspension.
- 8.20. With respect to whether a formerly suspended and subsequently continued General Meeting (continued General Meeting) is quorate, the general regulations shall apply. The continued General Meeting may pass resolutions only regard items on the agenda of the suspended General Meeting regarding which no resolutions were passed by the suspended General Meeting.

- 8.21. The General Meeting is presided over by the Chairman of the Board of Directors or another person delegated to perform this task by the Board of Directors, and in the course of this he or she shall:
- a.) open the General Meeting;
  - b.) appoint the keeper of the minutes;
  - c.) establish that the meeting is quorate;
  - d.) give and withdraw the floor;
  - e.) word the resolution proposals and put them to the vote;
  - f.) announce the result of the voting based on the results indicated by the vote counters;
  - g.) order the holding of breaks;
  - h.) adjourn the General Meeting.
- 8.22. Prior to opening the General Meeting, shareholders that have a voting device may notify the Chairman of the General Meeting, in writing, if they wish to speak on any item on the agenda during the General Meeting. The comments made by the shareholders must related to the subject matter of the indicated agenda item. The Chairman of the General Meeting must give the floor to those who have thus requested it.
- 8.23. The Chairman of the General Meeting may determine the order of comments on the given agenda items, may give or withdraw the floor on the understanding that floor may only be withdrawn from a shareholder who has made a written request to speak if they deviate from the agenda despite a warning. After withdrawing the floor the Chairman of the General Meeting may stop the transcription in the minutes of what follows, and the technical conditions for speaking (amplification).
- 8.24. The Chairman of the General Meeting may decide to hold the meeting behind closed doors and exclude anyone from the meeting except the members of the Board of Directors, the executive directors specified in the Credit Institutions Act, the Members of the Supervisory Board, the auditor, shareholders with voting devices and the proxies and interpreters of such shareholders, as well as the representative of the Supervisory Authority and the BSE.
- 8.25. Unless stipulated otherwise in these Articles of Association, the General Meeting passes its resolutions by means of a simple majority of the votes cast by the shareholders in attendance.
- 8.26. In the qualified cases listed in point 8.33., the General Meeting must accept a resolution proposal if at least a three-quarters majority of the attending shareholders vote in favour of it.
- 8.27. If the Company has issued shares belonging to various series, and pursuant to a statutory provision the consent of the holders of any of the share series are required in order for the General Meeting's resolution to be valid, then the resolution shall be classified as conditional, and it shall only become effective if the attending shareholders of the share series in question – in absence of any provisions of the Articles of Association to the contrary – consent to it with a majority vote.

- 8.28. Unless provided otherwise by these Articles of Association, resolutions at the General Meeting shall be passed by open ballot.
- 8.29. In its first resolution the General Meeting shall elect, from those proposed by the Chairman of the General Meeting, an attending shareholder to authenticate the minutes, and the vote counters. If such election is unsuccessful, the Chairman of the General Meeting shall make another proposal.
- 8.30. Minutes of the General Meeting must be taken, and must contain the following:
- a.) the Company's name and registered office;
  - b.) the manner, venue and time of holding the General Meeting;
  - c.) the data necessary for determining whether the General Meeting is quorate, and any changes in the number of persons attending;
  - d.) the names of the Chairman of the General Meeting, the keeper of the minutes, the authenticators of the minutes and the vote counters;
  - e.) the main events of the General Meeting, and the motions tabled;
  - f.) the resolution proposals, for each resolution, the number of shares on behalf of which a valid vote was cast, the extent of share capital represented by such votes, the number of the votes for and against the proposals, and the number of abstentions;
  - g.) an objection by a shareholder, member of the Board of Directors or member of the Supervisory Board against any resolution, if the noting of the objection is requested by the person making it;
- 8.31. The minutes are signed by the Chairman of the General Meeting and the keeper of the minutes, and are authenticated by an attending shareholder elected for this purpose.
- 8.32. The Board of Directors sends the authenticated copy of the minutes of the General Meeting to the Court of Registration within 30 days from the close of the General Meeting, together with the register of attendance and documents proving that the General Meeting was properly convened.
- 8.33. The General Meeting has exclusive authority with respect to the following matters:
1. except in the cases referred by these Articles of Association to the authority of the Board of Directors, the establishment and amendment of the Articles of Association; (qualified majority); the General Meeting decides on proposals concerning the amendment of the Articles of Association – based on a resolution passed by shareholders with a simple majority – either individually or en masse;
  2. capital increases – except in the case that comes under the authority of the Board of Directors;
  3. changes to the rights associated with specific series of shares, or the transformation of certain categories or classes of shares; (qualified majority)
  4. the decision regarding the delisting of the shares; (qualified majority)  
When making the decisions, shares embodying multiple voting rights shall represent one share.

5. the lowering of capital, unless the Civil Code provides otherwise; (qualified majority);
6. a decision on the Company's transformation, merger or termination without legal successor, with the proviso that in the case stipulated in subsection iv) of section 9.13. c), the decision shall be made by the Board of Directors; (qualified majority)
7. the election of the members of the Board of Directors, the Supervisory Board and Audit Committee, and of the permanent auditor (hereinafter: auditor), the determination of their remuneration, and determination of the substantive content of the contract to be concluded with the auditor;

In the minimum number of members of a governing body, as determined in the Articles of Association, is not elected, a resolution shall be passed, pursuant to section 8.19. of the Articles of Association, to hold a continued General Meeting with regard to this point of the agenda.

8. the recall of members of the Board of Directors, the Supervisory Board and Audit Committee, and of the auditor; (qualified majority)

More than one third of the members of the Board of Directors and the non-executive members of the Supervisory Board may be recalled within a 12-month period only if any shareholder holds more than 33% of the shares issued by the Company, which have been obtained by the shareholder by way of a public purchase offer.

9. approval of the financial statements prepared in accordance with the Act on Accounting, including the decision on the use of the after-tax profit;
10. a decision – unless the Civil Code provides otherwise – on the issuance of convertible bonds, equity bonds or bonds with subscription rights;
11. (Deleted);
12. decision on preclusion of the exercising of pre-emptive subscription rights; (qualified majority)
13. authorisation of the Board of Directors to acquire treasury shares;
14. authorisation of the Board of Directors to increase the registered capital;
15. (Deleted);
16. (Deleted);
17. with the exceptions specified in the Civil Code, the decision to acquire treasury shares;

18. decision on a change to the Company's form of operation (private or public) (qualified majority);
  19. decision – unless these Articles of Association provide otherwise – on the payment of a dividend advance;
  20. decision on the guidelines and framework for a long-term salary and incentives scheme for senior office-holders, Supervisory Board members and senior employees (Remuneration Guidelines);
  21. approval of the Corporate Governance Report;
  22. decision on the granting of any discharge of liability to members of the Board of Directors;
  23. the provision of financial assistance to a third party for the acquisition of shares issued by the company; (qualified majority).
- 8.34. With the exception of those who have contributed to taking the decision – the judicial review of an illegal resolution of the General Meeting may be requested by:
- a.) any shareholder,
  - b.) any member of the Board of Directors,
  - c.) any member of the Supervisory Board.
- 8.35. The request for a judicial review of an unlawful resolution shall be filed against the Company within thirty days after learning of such resolution, or from the time when the person lodging such request could have learnt of the resolution. After the expiry of a one-year peremptory deadline from the passing of the resolution, a lawsuit may not be launched.
- 8.36. In the event of the transformation of the share types, share classes and share series of shares issued by the Company into other share types, share classes or series of shares, with respect to the shares that will be converted the provisions of point 8.27. of these Articles of Association shall be applied. The General Meeting decides on the main conditions of such conversion.

#### Article 9

##### The Board of Directors:

- 9.1. The Board of Directors is the executive body of the Company.
- 9.2. The Board of Directors has at least 5, and up to 11 members.
- 9.3. The members of the Board of Directors are elected by the General Meeting based on its decision uniformly either for an indefinite period or for five years; in the latter case the mandate ends with the General Meeting concluding the fifth financial year following the election. The mandate of a member elected during this period expires together with the mandate of the Board of Directors.

- 9.4. The Board of Directors elects a Chairman and, may elect one or more Deputy Chairmen, from among its own members, whose period of office shall be equal to the mandate of the Board of Directors. The Chairman of the Board of Directors is also the Chief Executive Officer (Chairman & CEO) of the Company.
- 9.5. The members of the Board of Directors shall always act with due care and the necessary expertise, in accordance with the statutory provisions.

Regarding the approval of the financial statements, the Supervisory Board makes a proposition to the General Meeting on its assessment of the work of the members of the Board of Directors in the past financial year, and on the granting of any discharge of liability to the members of the Board of Directors. By granting a discharge from liability the General Meeting confirms that the given members of the Board of Directors have, during the period under review, performed their work with due regard to the Company's best interests.

- 9.6. The membership of the Board of Directors ceases to exist by
  - a.) expiry of the mandate,
  - b.) resignation,
  - c.) recall,
  - d.) death,
  - e.) the occurrence of grounds for disqualification as regulated by law.
  - f.) termination of the employment of internal (executive) Board members.
- 9.7. The meetings of the Board of Directors are held as necessary, but at least 6 times a year.
- 9.8. In addition to the cases prescribed is mandatory in the Articles of Association, a meeting of the Board of Directors shall also be convened in the cases defined in the Rules of Procedure of the Board of Directors.
- 9.9. The procedure for meetings of the Board of Directors is defined by the Board of Directors in its Rules of Procedure.
- 9.10. Meetings of the Board of Directors are attended, in an advisory capacity, by the Chairman of the Supervisory Board or a member of the Supervisory Board designated by him. The Chairman of the Board of Directors may also invite other persons in an advisory capacity.
- 9.11. Meetings of the Board of Directors are quorate if more than half the members of the Board of Directors are present.
- 9.12.
  - a.) The Board of Directors passes its resolutions – except in the qualified cases defined in the Credit Institutions Act and in the Board of Directors' rules of procedure – by a simple majority vote of the attendees.
  - b.) The Board of Directors may pass valid resolutions without holding a meeting if the board members send their vote – given in respect of the draft resolution sent to them – in writing, in an original copy, to the registered office of the Company within 15 days.

c.) For the voting conducted by the Board of Directors in the manner defined in point b.) to be valid, the votes of more than half of the members of the Board of Directors must be cast in a valid manner.

d.) The detailed rules on written voting are defined in the Rules of Procedure of the Board of Directors.

e.) Instead of personally attending the meetings, members of the Board of Directors may also exercise their members' rights at board meetings by using an electronic communication device suitable for identifying the member and assuring mutual and unrestricted communication between the members.

#### 9.13. Obligations and exclusive powers of the Board of Directors

a) The Board of Directors is obliged to

- i.) prepare the Company's financial statements in accordance with the Accounting Act, and make a proposal for the use of the profit after taxation;
- ii.) prepare a report once a year for the General Meeting, and once every three months for the Supervisory Board, concerning management, the status of the Company's assets and business policy;
- iii.) provide for the proper keeping of the Company's business books;
- iv.) perform the tasks referred to its authority under the Credit Institutions Act, in particular:
  - ensuring the integrity of the accounting and financial reporting system;
  - elaborating the appropriate strategy and determining risk tolerance levels for each business unit concerned;
  - setting risk assumption limits;
  - providing the necessary resources for the management or risk, the valuation of assets, the use of external credit ratings and the application of internal models.

b.) The following, in particular, come under the exclusive authority of the Board of Directors:

- i.) election of the Chairman & Chief Executive Officer of the Company, and exercising employer's right in respect thereof;
- ii.) election of one or more Deputy Chairmen of the Board of Directors;
- iii.) determination of the annual plan;
- iv.) the analysis and assessment of the implementation of business-policy guidelines, on the basis of the Company's quarterly balance sheet;
- v.) decisions on transactions referred to the authority of the Board of Directors by the Company's organisational and operational regulations;
- vi.) decision on launching, suspending, or terminating the performance of certain banking activities within the scope of the licensed activities of the Company;
- vii.) designation of the employees entitled to sign on behalf of the Company;
- viii.) decision on the increasing of registered capital at the terms set out in the relevant resolution of the General Meeting;

- ix.) decision to acquire treasury shares at the terms set out in the relevant resolution of the General Meeting;
- x.) decision on approving internal loans in accordance with the Credit Institutions Act;
- xi.) decision on the approval of regulations that fundamentally determine banking operations, or are referred to its authority by the Credit Institutions Act. The following shall qualify as such regulations:
  - the collateral evaluation regulations,
  - the risk-assumption regulations,
  - the customer rating regulations,
  - the counterparty rating regulations,
  - the investment regulations,
  - the regulations on asset classification, impairment and provisioning,
  - the organisational and operational regulations, which contain the regulations on the procedure for assessing requests related to large loans,
  - the regulations on the transfer of signatory rights;
- xii.) the decision on approving the Rules of Procedure of the Board of Directors;
- xiii.) decision on steps to hinder a public takeover procedure;
- xiv.) decision on the acceptance of a public purchase offer received in respect of treasury shares;
- xv.) decision on the commencement of trading in the shares in a regulated market (flotation);
- xvi.) decision on the cessation of trading in the shares in a given regulated market, provided that the shares are traded in another regulated market (hereinafter: transfer).

c.) The Board of Directors is exclusively authorised to:

- i.) decide, in the cases specified in the Civil Code, on acceptance of the Company's interim balance sheet, subject to the prior approval of the Supervisory Board;
- ii.) decide, instead of the General Meeting, to pay an advance on dividends, subject to the preliminary approval of the Supervisory Board;
- iii.) make decisions regarding any change in the Company's name, registered office, permanent establishments and branches, and in the Company's activities – with the exception of its core activity – and, in relation to this, to modify the Articles of Association should it become necessary to do so on the basis of the Civil Code or the Articles of Association;
- iv.) make decision on mergers (if, according to the provisions of the law on the transformation, merger and demerger of legal entities, the approval of the General Meeting is not required in order for the merger to take place).

9.14. The Board of Directors directly exercises employer's rights in respect of the Chairman & CEO. The person affected by a decision may not participate in the decision making.



Employer rights in respect of the executive directors of the Company are exercised by the Board of Directors through the Chairman & CEO, with the proviso that the Board of Directors must be notified in advance of the appointment and dismissal of the Deputy CEOs. With regard to issues related to the exercising of employer's rights in respect of employees, the Company is represented by the Chief Executive Officer and by the senior company employees defined in the Organisational and Operational Regulations of the Company, in accordance with the delegation of authority approved by the Board of Directors.

- 9.15. The Board of Directors may delegate, to individual members of the Board of Directors, to executive directors employed by the Company, and to the heads of the individual service departments, any task that does not come under the exclusive authority of the Board of Directors in accordance with these Articles of Association or a General Meeting resolution.
- 9.16. Minutes are taken of the Board of Directors' meetings, as prescribed in the rules of procedure.
- 9.17. Members of the Board of Directors are subject to all obligations, and prohibitions established for executive officers by the Credit Institutions Act, the Capital Markets Act and the Investment Services Act.
- 9.18. The composition of the Board of Directors, as at the time of setting out the amendment to the Articles of Association in consolidated format, is contained in Annex 1 of the Articles of Association, drawn up by the legal representative drafting the amendment in consolidated format.

## Article 10

### Chairman & CEO

- 10.1. Tasks are shared between the Board of Directors and the Chairman & CEO in such a way that the daily work of the Company is governed and overseen by the Chairman & CEO within the constraints of the law and the Company Articles of Association, and in accordance with the decisions of the General Meeting and Board of Directors. The Chairman & CEO has the authority to decide upon any matters that do not come under the authority of the General Meeting or Board of Directors in accordance with these Articles of Association. This division of tasks does not affect the statutory liability of the Board of Directors, or of the individual members of the Board of Directors.
- 10.2. If the Chairman & CEO is incapacitated, the nominated Deputy Chairman (or designated member of the Board of Directors) may substitute for the Chairman & CEO in his capacity as Chairman, and the Deputy CEO may substitute for him in his capacity as chief executive officer, although the substitution rights shall not extend to the exercising of employer rights.
- 10.3. The Chairman & CEO exercises employer's rights with respect to the employees of the Company in accordance with point 9.14.

- 10.4. The Chairman & CEO governs the work of the Board of Directors and chairs its meetings.

## Article 11

### The Supervisory Board:

- 11.1. The Supervisory Board supervises the management of the Company.  
The Supervisory Board has between 5 and 9 members.
- 11.2. The members of the Supervisory Board are elected by the General Meeting based on its decision uniformly either for an indefinite period or for three years; in the latter case the mandate ends with the general meeting closing the third economic year following the election. The period of office of a new member elected during shall last until the expiry of the Supervisory Board's mandate. The General Meeting may not elect members of the Board of Directors and their relatives as members of the Supervisory Board.  
  
The General Meeting is also entitled to determine the number of the members of the Supervisory Board, and to recall the members, within the constraints of these Articles of Association.  
  
The majority of the members of the Supervisory Board must be independent. Persons are deemed independent if they meet the requirements of Article 3:286-287 of the Civil Code.
- 11.3. In the absence of a provision of the Articles of Association to the contrary, approved by the Works Council operating at the Company, the employees are entitled to participate, through the Supervisory Board, in the supervision of the Company's operation. In this case one third of Supervisory Board members shall be representatives of the employees. The rules on the nomination of employee members of the Supervisory Board, and on initiating their recall, are defined by the Works Council operating at the Company.
- 11.4. The members of the Supervisory Board elect the Chairman and Deputy Chairman of the Supervisory Board from among themselves. In his capacity as substitute the Deputy Chairman acts for the Chairman.
- 11.5. The Supervisory Board determines and approves its own rules of procedure.
- 11.6. Meetings of the Supervisory Board are quorate if at least two thirds of its members are present. Decisions of the Supervisory Board are made with a simple majority of votes.

The Chairman & CEO, or a person delegated by him, must be invited to Supervisory Board meetings.

The Supervisory Board is obliged to include matters proposed by the auditor to the agenda.

- 11.7. Supervisory Board membership terminates in accordance with Section 9.6. of the Articles of Association, and upon termination of the employment relationship in the case of an employee delegate.
- 11.8. The Supervisory Board oversees the management of the Company. As a part of this, the Supervisory Board may request reports or information from members of the Board of Directors and employees of the Company, which request shall be complied with in a reasonable time but within eight days at the latest. The Supervisory Board may inspect the Company's books and documents, or have them inspected by an expert. The General Meeting only makes a decision on the report prepared according to the Accounting Act, and on the use of the profit after tax, in possession of the written report of the Supervisory Board.
- 11.9. The Supervisory Board may exercise its rights as a body or through its members. The tasks of oversight may also be divided permanently among its members. The sharing of oversight does not affect the liability of a Supervisory Board member, nor such member's right to extend his or her authority to any other activity within the scope of authority of the Supervisory Board.
- 11.10. The members of the Supervisory Board must be invited to the General Meetings. The members of the Supervisory Board have the right of consultation at General Meetings, and are entitled to table motions.
- 11.11. Minutes must be taken of the meetings of the Supervisory Board. The Supervisory Board must hold at least 6 meetings each year. A meeting must also be convened if this is requested by one member of the Supervisory Board, at least two members of the Board of Directors, or by the auditor, in writing, indicating the reason and the purpose.
- 11.12. The composition of the Supervisory Board as at the time of setting out the amendment to the Articles of Association in consolidated format, is contained in Annex 1 of the Articles of Association, drawn up by the legal representative drafting the amendment in consolidated format.

#### Article 11/A

##### Audit Committee

- 11/A.1. The Company's General Meeting elects a minimum 3-member Audit Committee from among the independent members of the Supervisory Board. At least one member of the Audit Committee must have a professional accounting or auditing qualification.
- 11/A.2. The Audit Committee assists the Supervisory Board with the auditing of the financial reporting system, with the selection of an auditor and cooperation with the auditor.
- 11/A.3. The Audit Committee is quorate if more than half of its members are present. The Audit Committee passes its resolutions with a simple majority of votes of the attendees. The detailed rules on the operation of the Audit Committee are contained in its rules of procedure, which is approved by the Supervisory Board.

- 11/A.4. The composition of the Audit Committee as at the time of setting out the amendment to the Articles of Association in consolidated format, is contained in Annex 1 of the Articles of Association, drawn up by the legal representative drafting the amendment in consolidated format.

## Article 12

### The auditor

- 12.1. The General Meeting of the Company shall choose, for each year, an auditor or auditing firm from among the auditors registered in Hungary that satisfy the provisions of the Credit Institutions Act. If an auditing company is selected, the General Meeting is entitled to approve as a part of the main element of the agreement entered into with the auditor the appointment of the member, senior officer or employee by the auditing company, who shall be personally responsible for auditing. The designation of the auditing organisation and the approved person is contained in Annex 1 of the Articles of Association, which is drawn up by the legal representative with the task of sett out these Articles of Association in consolidated format.
- 12.2. No shareholder of the Company or member of the Board of Directors or Supervisory Board, nor any close relative thereof (Civil Code, Article 8:1 para. (2)) may be elected as auditor, and nor may any employee of the Company during the existence of such legal relationship and for a period of 3 years following the termination thereof.
- 12.3. In the case of an auditing company, the rules on conflicts of interest set out in Section 12.2. shall apply equally to the auditing companies employee who performs the audit, as to all members (shareholders), senior officers and senior employees of the auditing company.
- 12.4. With respect to the choice of auditor, and the auditor's remuneration, the Supervisory Board makes a proposal to the General Meeting, subject to the prior agreement of the Board of Directors.
- 12.5. The auditor may inspect the Company's documents, accounting records, and books, and may request additional information from the members of the Board of Directors, the Supervisory Board and the Company's employees, and may examine the Company's payment account, petty cash, securities and commodities portfolio, and its contracts. The auditor exercises this entitlement in cooperation with the Company's independent internal audit unit.
- 12.6. The auditor must be invited to the General Meetings of the Company. The auditor may attend the meetings of the Supervisory Board in an advisory capacity, and is obliged to participate in such meetings if called upon to do so by the Supervisory Board.
- 12.7. The auditor is obliged to notify the Supervisory Board and initiate a convening of the General Meeting via the Board of Directors, if he or she learns of
- a.) a change in the assets of the Company of such an extent as to jeopardise the satisfaction of claims against the Company;

- b.) any fact that entails the liability of the members of the Board of Directors, or of the members of the Supervisory Board.
- 12.9. If, notwithstanding the above, the Company's General Meeting is not convened, or if the General Meeting fails to make decisions required by the statutory provisions, the auditor shall notify the Court of Registration performing legal supervision.

#### Article 12/A

##### Executive officers of the Company

- 12/A.1. The executive officers of the Company include: the Chairman & CEO, members of the Board of Directors, the Chairman of the Supervisory Board, members of the Supervisory Board, and the Deputy Chief Executive Officers (executive employees).
- 12/A.2. Executive officers must immediately notify the Chairman & CEO if:
- a.) they have a qualified holding or a controlling influence in any company as defined in the Credit Institutions Act;
  - b.) any of their close relatives has a qualified holding or a controlling influence in any company as defined in the Credit Institutions Act;
  - c.) since their appointment, an event has occurred that disqualifies them from serving as executive officers.
- 12/A.3. An executive officer may be elected as a senior office holder or member of the Supervisory Board in a business entity whose designated core activity is the same as the Company's core activity, if the Company has a qualified holding as defined in the Credit Institutions Act, in the business entity concerned, or in case of the prior consent of the Board of Directors of the Company.
- 12/A.4. An executive officer may not – with the exception of the acquisition of a stake in a publicly held joint stock company – acquire a shareholding in another business entity whose designated core activity is the same as the Company's core activity, unless the Board of Directors of the Company gives its prior consent.
- 12/A.5. Executive officers and their relatives may conclude agreements for the use of services provided by the Company in accordance with the applicable rules of the Civil Code, the Credit Institutions Act and the Capital Markets Act.

#### Article 13

##### Reports of the Company and the distribution of profit

- 13.1. The business year of the Company begins on 1 January and ends on 31 December of the same year.
- 13.2. The Board of Directors submits, to the annual ordinary General Meeting, the financial statements for the previous business year made in accordance with the Accounting Act, together with its own report and the reports of the Supervisory Board and of the auditor.

- 13.3. The Company's business results are determined in accordance with the prevailing Hungarian statutory provisions.
- 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 that has been set aside by the General Meeting for distribution among the shareholders.
- 13.5. The payment of dividends must be commenced within 60 days following the relevant resolution by the General Meeting. The Company requests shareholder identification from Keler Zrt. with respect to the dividend payment, as a corporate event. The date of the shareholder identification is the 5<sup>th</sup> (fifth) trading day before the starting date of dividend payment. The rules relating to the shareholder identification process are set out in the latest effective regulations of Keler Zrt.
- At least 20 working days must pass between the date of the (General Meeting) resolution specifying the starting date of dividend payment, and the start of dividend payment.
- 13.6. The following are prerequisites for payment of the dividend:
- a) the owner of the share is effectively registered in the Share Register of the Company;
  - b) the shareholding of the shareholder on the date of the shareholder identification (record date) is certified by the result of the shareholder identification,
  - c) the share ownership of the shareholder does not violate the relevant statutory provisions and the Articles of Association, which circumstance shall be established through by the Company through checks made prior to the payment of dividend.
- 13.7. The shareholders must be informed, through an announcement specified in section 13.8, of the procedure for payment of the dividends.
- 13.8. The Company shall treat the dividend payable in respect of shares classed as treasury shares as a profit share due to the shareholders entitled to receive dividends, proportionately to their respective shareholdings (i.e. the Company shall distribute this among the shareholders who are entitled to receive dividend). At least 10 working days must pass between the publication of the announcement on the procedure for dividend payment and the starting date of dividend payment. The announcement on the extent of dividend per share, adjusted for the dividend paid on treasury shares, based on the resolution that provides for the extent of the dividend, is published by the Company, not later than on the day of receipt of the result of the shareholder verification procedure related to the dividend payment, as a corporate event.
- 13.9. Upon a request for payment of dividend received after the shareholder identification as set out in clause 13.5., the Company shall only pay dividend to a shareholder entered in the Share Register, if
- a) the securities account keeper certifies that the shareholder held the same amount of shares at the time of the shareholder identification described in clause 13.5, and makes a declaration to the effect that a dividend payment has not been made in respect of these shares

and

- b) the notification sent by the KELER Zrt. in accordance with clause 13.5. confirms that the securities account keeper is entitled to provide a certificate for this number of shares.

- 13.10. The Company is not obliged to pay dividend on the shareholder's first claim for dividend after five years have passed following the starting date of dividend payment.
- 13.11. The payment of dividend takes place by bank transfer. If the Company is late in paying dividend, the shareholder is entitled to default interest. The Company is late in payment if it does not perform within 8 days following fulfilment of the conditions set out in point 13.6, or in point 13.9, whichever is applicable.
- 13.12. If the statutory conditions for doing so are in place, the Company may pay an advance on dividend in accordance with the provisions of the Articles of Association.

#### Article 14

##### Raising and lowering the registered capital

- 14.1. The Company may raise its registered capital through a resolution of the General Meeting. The registered capital may be raised by any means specified in the relevant statutory regulations, especially
  - a) by issuing new shares;
  - b) to the charge of net assets in excess of existing registered capital;
  - c) by issuing employee shares; and/or
  - d) as a contingent capital increase, by issuing convertible bonds or equity bonds.

New shares or bonds may be issued either in a private or a public offering.

In the framework of a capital increase through the issuance of new shares, shares belonging to the share type or share class that the Company is eligible to select under the relevant laws may be issued.

The types and methods of the capital increase defined herein may also be selected and implemented simultaneously.

- 14.2. In the case of a capital increase carried out by means of the offering of new shares – in every single case – the resolution on the capital increase shall contain provisions regarding the manner and timing of the payment made in respect of the shares, stipulating that the subscribed amount shall be payable to the Company immediately at the time of the subscription.

If the shareholder does not make the due payment at the time of the subscription, the subscription of the shares shall be null and void.

- 14.3. The Company may also raise capital privately, in which case only the persons and shareholders designated by the resolution in this regard shall be entitled to subscribe new shares during the capital increase, and in this case the relevant provisions of the Capital Markets Act relating to private placements shall be applied as appropriate.

14.4. (Deleted)

14.5. If the shares of the Company are issued in a variety of share types or classes, then the General Meeting resolution on the raising of capital, or on the granting of authorisation for the Board of Directors to increase capital, shall only be valid if the shareholders of every share class or share series directly affected by the capital increase, being present at the General Meeting, have separately granted their consent by a simple majority in accordance with the rules on voting at General Meetings.

14.6. If the shares of the Company have been issued in a variety of share types or classes, then the General Meeting resolution on the lowering of capital, or on the granting of authorisation for the Board of Directors to lower capital, shall only be valid if the shareholders of every share type or share class directly affected by the lowering of capital, being present at the General Meeting, have separately granted consent by a simple majority in accordance with the rules on voting at General Meetings.

14.7. In the event of a private increase in capital, a preferential subscription right shall be offered to those shareholders (or if the Company has issued convertible bonds or bonds with subscription rights – hereinafter, for the purpose of this point: Bonds – those bondholders – hereinafter for the purposes of this point: Bondholders) who, as of the date to be specified by the Board of Directors or by the General Meeting, (date of preferential subscription) were Shareholders/Bondholders of the Company. The Company will request shareholder identification in of this day from KELER Zrt.

In the event of a public capital increase, a preferential subscription right shall be offered to the Shareholders/Bondholders who, on the first day of subscription (date of preferential subscription) were Shareholders/Bondholders of the Company. The Company will request shareholder identification in of this day from KELER Zrt.

14.8. The Company is obliged to notify the shareholders and the holders of convertible bonds and bonds with subscription rights, by way of an announcement, regarding the opportunity to exercise the preferential subscription right and the method of doing so, including information about the nominal and issue value of the shares to be offered, and the start and end date of the – fifteen-day – period in which such right may be exercised.

14.9. Sequence in which preferential rights may be exercised

a) The Shareholder/Bondholders belonging in the same group among those defined under points a) to d) below shall have the same preferential rights, while relative to each other the various groups of Shareholders/Bondholders may exercise their rights in the following order of priority:

- i.) shareholders of shares in the same series as the new shares issued
- ii.) all shareholders of shares that are not in the same series as the new shares issued;
- iii.) Bondholders who hold convertible bonds;
- iv.) Bondholders who hold bonds with subscription rights.

b) Those in the same group may exercise their preferential rights as follows in respect



of the shares to be issued during the capital increase:

- i.) All subscriptions based on a preferential acquisition right must be satisfied if this possible given the number of shares to be issued.
- ii.) If not all acquisition requests within the given group can be satisfied, then the competing subscriptions have to be satisfied on the basis of a 'card dealing' system, in such a way that the subscription requests are arranged in random sequence by a computer. During this process, in every subsequent round of allocations, shareholders whose acquisition requests have been satisfied in the previous round shall not be considered when determining the sequence. The detailed rules for exercising the preferential rights are established by the Board of Directors and published in an announcement.

14.10. The Board of Directors shall publish its written proposal for a proposal to exclude preferential subscription rights on the day before the General Meeting in accordance with Article 15 of the Articles of Association. The question of whether to preclude preferential subscription/acquisition rights is debated by the general meeting according to its rules. The proposal should include the detailed reasons for the preclusion of preferential subscription rights, and a precise description of the shares to be issued in the given capital increase, and the number and the total issue value of such shares.

#### Article 15

##### Notices

15.1 The Company publishes its notices specified in the statutory regulations and in these Articles of Association and announcements on its own website ([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 Supervisory Authority ([www.kozzetetelek.hu](http://www.kozzetetelek.hu)).

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.

#### Article 16

##### Legal disputes

In any legal disputes between the Company and the shareholder based on the corporate legal relationship between them, as well as in any judicial review of a resolution of the General Meeting, the Metropolitan Court of Budapest shall have exclusive competence. In such legal disputes the prevailing laws of Hungary shall be applicable.

#### Article 17

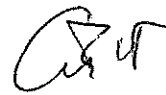
##### Miscellaneous provisions

With respect to matters issues not regulated in these Articles of Association the provisions of the Civil Code, the Capital Markets Act, the Credit Institutions Act and the Investment

Services Act shall apply.

In these Articles of Association, I have set out in consolidated format, the amendments accepted in resolution number 5/2/2016, number 5/3/2016 and number 5/4/2016 of the Company's latest General Meeting, held on 15 April 2016, and have drawn up and countersigned the annexes thereto, and furthermore I certify that the text of the Articles of Association, set out in consolidated format, is consistent with the effective content of the amendments of the Articles of Association:

Budapest, 15 April 2016



Dr Bálint Csere  
legal counsel

Annex 1  
of the Articles of Association of OTP Bank Plc. set out – as at 15 April 2016 – in  
consolidated format.

Details of the members of the Company's Board of Directors, Supervisory Board  
and Audit Committee, and of the  
Company's auditor

Members of the Board of Directors:

Dr Sándor Csányi  
Mihály Baumstark  
Dr Tibor Bíró  
Tamás György Erdei  
Dr István Gresca  
Antal Kovács  
Dr Antal Pongrácz  
Dr László Utassy  
Dr József Vörös  
László Wolf

Members of the Supervisory Board:

Tibor Tolnay  
Dr Gábor Horváth  
Ágnes Rudas  
András Michnai  
Dominique Uzel  
Dr Márton Gellért Vági

Members of the Audit Committee:

Tibor Tolnay  
Dr Gábor Horváth  
Dominique Uzel  
Dr Márton Gellért Vági

Auditor:

Deloitte Könyvvizsgáló és Tanácsadó Kft. (1068 Budapest, Dózsa György út 84/c.;  
company registration number: 01-09-071057). Person responsible for the audit: Dr.  
Attila Hruby, auditor with registration number 007118; or in the event of his  
incapacitation, Zoltán Nagy, auditor with registration number 005027.

## Annex 2

of the Articles of Association of OTP Bank Plc. set out – as at 15 April 2016 – in consolidated format.

### List of the Company's permanent establishments and branch offices

#### The company's permanent establishment(s)

- HU-1013 Budapest, Alagút u. 3.  
HU-1011 Budapest, Iskola u. 38-42.  
HU-1027 Budapest, Margit krt. 8-10.  
HU-1052 Budapest, Deák F. u. 7-9.  
HU-1051 Budapest Nádor u. 6.  
HU-1073 Budapest, Erzsébet krt. 41.  
HU-1074 Budapest, Rákóczi út 84.  
HU-1085 Budapest, József krt. 33.  
HU-1085 Budapest, József krt. 53.  
HU-1095 Budapest, Tinódi u. 9-11.  
HU-1094 Budapest, Ferenc krt. 13.  
HU-1102 Budapest, Körösi Csoma sétány 6.  
HU-1113 Budapest, Bartók Béla u. 92-94.  
HU-1117 Budapest, Mórincz Zsigmond körtér 18.  
HU-1111 Budapest, Karinthy Frigyes u. 16.  
HU-1126 Budapest, Böszörményi út 9-11.  
HU-1055 Budapest, Nyugati tér 9.  
HU-1148 Budapest, Nagy Lajos király út 19-21.  
HU-1146 Budapest, Thököly u. 102/b.  
HU-1157 Budapest, Zsóka u. 28.  
HU-1173 Budapest, Ferihegyi u. 93.  
HU-1181 Budapest, Üllői u. 377.  
HU-1204 Budapest, Kossuth L. u. 44-46.  
HU-1204 Budapest, Kossuth L. u. 84.  
HU-1211 Budapest, Kossuth L. u. 99.  
HU-1221 Budapest, Kossuth L. u. 31.  
HU-1051 Budapest, Bajcsy Zs. u. 24.  
HU-1039 Budapest, Heltai tér 9.  
HU-1041 Budapest, Erzsébet u. 50.  
HU-1061 Budapest, Andrassy út 6.  
HU-1054 Budapest, Széchenyi rkp. 19.  
HU-1111 Budapest, Szt. Gellért tér 3.  
HU-1137 Budapest, Pozsonyi u. 38.  
HU-1149 Budapest, Bosnyák tér 17.  
HU-1062 Budapest, Váci út 1-3.  
HU-1211 Budapest, Kossuth L u 86.  
HU-1025 Budapest, Törökvész út 1/a.  
HU-1025 Budapest, Törökvész út 87-91.  
HU-1021 Budapest, Hűvösvölgyi út 138.  
HU-1024 Budapest, Fény u 11-13.  
HU-1054 Budapest (Bank Center), Szabadság tér 7-8.  
HU-1098 Budapest, Lobogó u 18.  
HU-1188 Budapest, Vasút u 48.  
HU-1183 Budapest, Üllői út 440.  
HU-1203 Budapest, Bíró M u 7.  
HU-1211 Budapest, Szabadkikötő u 5-7.  
HU-1042 Budapest, Árpád út 63-65.  
HU-1131 Budapest, Babér u 9.  
HU-1152 Budapest (Pólus Center), Szentmihály út 131.  
HU-1161 Budapest, Rákosi út 118.  
HU-1053 Budapest, Ferenciek tere 11.  
HU-1163 Budapest, Jókai Mór u 3/b.  
HU-1134 Budapest, Váci út 23-27.  
HU-1103 Budapest (Family Center), Sibrik Miklós u 30.  
HU-1033 Budapest, Flórián tér 15.  
HU-1075 Budapest, Károly krt 1.  
HU-1151 Budapest, Fő u 64.  
HU-1037 Budapest, Bécsi út 154.  
HU-1055 Budapest, Szent István krt 1.  
HU-1106 Budapest, Örs vezér tere 25.  
HU-1066 Budapest, Oktogon tér 3.  
HU-1138 Budapest, Népfürdő u 22.  
HU-1222 Budapest, Nagytétényi út 37-45.  
HU-1051 Budapest, Nádor u 21.  
HU-1131 Budapest, Babér u 7.  
HU-1095 Budapest, Könyves K krt 5.  
HU-1097 Budapest, Könyves K krt 5. B. ép.  
HU-1023 Budapest, Lajos u 21-23.  
HU-1085 Budapest, Kálvin tér 12-13.  
HU-1087 Budapest, Kerepesi út 9.  
HU-1134 Budapest, (Lehel Csarnok) Váci út 9-15.  
HU-1074 Budapest, Dohány u 65.  
HU-1135 Budapest, Lehel út 74-76.  
HU-1077 Budapest, Király utca 49.

HU-1239 Budapest, Bevásárló utca 2.  
HU-1033 Budapest, Szentendrei utca 115.  
HU-1239 Budapest, Európa utca 6.  
HU-1118 Budapest, Rétköz utca 5.  
HU-1095 Budapest, Soroksári út 32-34.  
HU-1123 Budapest, Alkotás utca 7/b.  
HU-1075 Budapest, Károly krt 25.  
HU-1195 Budapest, Vak Bottyán út 75. a-c.  
ép. II. em.  
HU-1173 Budapest, Pesti út 5-7.  
HU-1087 Budapest, Könyves Kálmán körút  
76-1.  
HU-1124 Budapest, Apor Vilmos tér 11.

HU-1015 Budapest, Széna tér 7.  
HU-1025 Budapest, Szépvölgyi út 4/b.  
HU-1048 Budapest, Kordován tér 4.  
HU-1195 Budapest, Üllői út 285.  
HU-1149 Budapest, Fogarasi út 15/b.  
HU-1097 Budapest, Könyves Kálmán körút  
12-14.  
HU-1085 Budapest, József körút 80.  
HU-1238 Budapest, Grassalkovich utca 160.  
HU-1117 Budapest, (Savoya Park) Hunyadi  
J út 19.  
HU-1076 Budapest, Thököly út 4.  
HU-1081 Budapest, Népszínház utca 3-5.

### The company's branch office(s)

HU-7300 Komló, Kossuth L. u. 95/1.  
HU-7700 Mohács, Jókai u. 1.  
HU-7370 Sásd, Dózsa Gy. u. 2.  
HU-7960 Sellye, Köztársaság tér 4.  
HU-7900 Szigetvár, Vár u. 4.  
HU-6000 Kecskemét, Szabadság tér 5.  
HU-6500 Baja, Deák F. u. 1.  
HU-6070 Izsák, Szabadság tér 1.  
HU-6440 Jánoshalma, Rákóczi u. 10.  
HU-6300 Kalocsa, Szent István király u.  
43-45.  
HU-6237 Kecel, Császártöltési u. 1.  
HU-6120 Kiskunmajsa, Csendes köz 1.  
HU-6090 Kunszentmiklós, Kálvin tér 11.  
HU-6050 Lajosmizse, Dózsa Gy. u. 102/a.  
HU-6449 Mélykut, Petőfi tér 18.  
HU-6060 Tiszakécske, Béke tér 6.  
HU-5600 Békéscsaba, Szt.István tér 3.  
HU-5600 Békéscsaba, Andrássy u. 29-33.  
HU-5830 Battonya, Fő u. 86.  
HU-5630 Békés, Széchenyi tér 2.  
HU-5920 Csorvás, Rákóczi u. 12.  
HU-5510 Dévaványa, Árpád u. 32.  
HU-5525 Füzesgyarmat, Szabadság tér 1.  
HU-5650 Mezőberény, Kossuth tér 12.  
HU-5820 Mezőhegyes, Zala-Gy. lakótelep  
7.  
HU-5931 Nagyszénás, Hősök u. 11.  
HU-5900 Orosháza, Kossuth u. 20.  
HU-5540 Szarvas, Kossuth tér 1.  
HU-5520 Szeghalom, Tildí u. 4-8.  
HU-5940 Tótkomlós, Széchenyi u. 4-6.

HU-5661 Ujkígyós, Kossuth L. u. 38.  
HU-3860 Encs, Bem J. u. 1.  
HU-3400 Mezőkövesd, Mátyás király u.  
149.  
HU-3630 Putnok, Kossuth u. 45.  
HU-3770 Sajószentpéter, Bethlen G. u.  
1/a.  
HU-3950 Sárospatak, Eötvös J. u. 2.  
HU-3980 Sátoraljaújhely, Széchenyi u. 13.  
HU-3900 Szerencs, Kossuth tér 3/a.  
HU-3800 Szikszó, Kassai u. 16.  
HU-3910 Tokaj, Rákóczi u. 37.  
HU-6791 Szeged, 48-as u. 3.  
HU-6640 Csongrád, Szentháromság tér 2-  
6.  
HU-6800 Hódmezővásárhely, Andrássy u.  
1.  
HU-6900 Makó, Széchenyi tér 14-16.  
HU-6630 Mindszent, Köztársaság tér 11.  
HU-6782 Mórahalom, Szegedi u. 3.  
HU-6600 Szentes, Kossuth u. 26.  
HU-8000 Székesfehérvár, Fő u. 7.  
HU-2457 Adony, Petőfi S. u. 2.  
HU-2060 Bicske, Bocskai köz 1.  
HU-8130 Enying, Kossuth L. u. 43.  
HU-2483 Gárdony, Szabadság u. 18.  
HU-8060 Mór, Deák F. u. 24.  
HU-8154 Polgárdi, Deák F. u. 16.  
HU-7000 Sárbogárd, Ady E. u. 170.  
HU-9300 Csorna, Soproni u. 58.  
HU-9444 Fertőszentmiklós, Szerdahelyi u.  
2.

HU-9330 Kapuvár, Szent István kir. u. 4-6.  
 HU-9400 Sopron, Várkerület 96/a.  
 HU-4110 Biharkeresztes, Kossuth u. 4.  
 HU-4138 Komádi, Fő u. 1-3.  
 HU-4150 Püspökladány Kossuth u. 2.  
 HU-4066 Tiszacsege, Fő u. 47.  
 HU-3000 Hatvan, Kossuth tér 8.  
 HU-3250 Pétervására, Szent Márton u. 9.  
 HU-3245 Recsk, Kossuth u. 93.  
 HU-5000 Szolnok, Szapáry u. 31.  
 HU-5000 Szolnok, Nagy I. krt. 2/a.  
 HU-5123 Jászárószállás, Rákóczi u. 4-6.  
 HU-5100 Jászberény, Lehel tér 28.  
 HU-5300 Karcag, Kossuth L. tér 15.  
 HU-5340 Kunhegyes, Szabadság tér 4.  
 HU-5440 Kunszentmárton, Kossuth L. u. 2.  
 HU-5400 Mezőtúr, Szabadság tér 29.  
 HU-5350 Tiszafüred, Piac u. 3.  
 HU-2800 Tatabánya, Fő tér 32.  
 HU-2941 Ács, Gyár u. 10.  
 HU-2500 Esztergom, Rákóczi tér 2-4.  
 HU-2900 Komárom, Mártírok u. 23.  
 HU-2536 Nyergesujfalu, Kossuth u. 126.  
 HU-2840 Oroszlány, Rákóczi u. 84.  
 HU-3100 Salgótarján, Rákóczi u. 22.  
 HU-2660 Balassagyarmat, Rákóczi fejdelem u. 44.  
 HU-3070 Bátorfőnyeregyesi, Bányász u. 1/a.  
 HU-3170 Szécsény, Feszty Á. u. 1.  
 HU-2740 Abony, Kossuth L. tér 3.  
 HU-2170 Aszód, Kossuth L. u. 42-46.  
 HU-2092 Budakeszi, Fő u. 181.  
 HU-2120 Dunakeszi, Barátság u. 29.  
 HU-2100 Gödöllő, Szabadság tér 12-13.  
 HU-2230 Gyömrő, Szent István u. 17.  
 HU-2200 Monor, Kossuth L. u. 88/b.  
 HU-2750 Nagykőrös, Szabadság tér 2.  
 HU-2119 Pécel, Kossuth tér 4.  
 HU-2300 Ráckeve, Szent István tér 3.  
 HU-2000 Szentendre, Dumtsa J. u. 6.  
 HU-2628 Szob, Szabadság tér 3.  
 HU-2220 Vecsés, Fő u. 170.  
 HU-7400 Kaposvár, Széchenyi tér 2.  
 HU-8640 Fonyód, Ady E. u. 25.  
 HU-8693 Lengyeltóti, Csalogány u. 2.  
 HU-4400 Nyíregyháza, Rákóczi u. 1.  
 HU-4765 Csenger, Ady E. u. 1.  
 HU-4492 Dombrád, Szabadság tér 7.  
 HU-4501 Kemece, Móricz Zs. u. 18.  
 HU-4600 Kisvárda, Szt. László u. 30.  
 HU-4300 Nyírbátor, Zrínyi u. 1.  
 HU-7020 Dunaföldvár, Béke tér 11.  
 HU-7030 Paks, Dózsa Gy. u. 33.  
 HU-7081 Simontornya, Petőfi u. 68.  
 HU-7130 Tolna, Kossuth L. u. 31.  
 HU-9700 Szombathely, Rohonzi u. 52.  
 HU-9500 Celldömölk, Kossuth u. 18.  
 HU-9600 Sárvár, Batthyány u. 2.  
 HU-9970 Szentgotthárd, Mártírok u. 2.  
 HU-8200 Veszprém, Budapest u. 4.  
 HU-8200 Veszprém, Óváros tér 24.  
 HU-8400 Ajka, Szabadság tér 18.  
 HU-8220 Balatonalmádi, Baross G. u. 5/a.  
 HU-8500 Pápa, Fő tér 22.  
 HU-8100 Várpalota, Újlaki u. 2.  
 HU-8960 Lenti, Dózsa Gy. u. 1.  
 HU-8800 Nagykanizsa, Deák tér 15.  
 HU-8790 Zalaszentgrót, Batthyány u. 11.  
 HU-7621 Pécs, Rákóczi u. 44.  
 HU-7621 Pécs, Rákóczi u. 1.  
 HU-5666 Medgyesegyháza Kossuth tér 21/a.  
 HU-3780 Edelény Tóth Árpád u. 1.  
 HU-8000 Székesfehérvár, Ősz u. 13.  
 HU-3300 Eger, Széchenyi u. 2.  
 HU-3021 Lőrinci, Szabadság tér 25/a.  
 HU-2730 Albertirsa, Vasút u. 4/a.  
 HU-2040 Budaörs, Szabadság u. 131/a.  
 HU-7570 Barcs, Séta tér 5.  
 HU-4700 Mátészalka, Szalkai L. u. 34.  
 HU-4233 Balkány, Szakályi u. 5.  
 HU-7150 Bonyhád, Szabadság tér 10.  
 HU-9700 Szombathely, Király u. 10.  
 HU-9737 Bük, Kossuth u. 1-3.  
 HU-8420 Zirc, Rákóczi tér 15.  
 HU-8380 Hévíz, Erzsébet királyné u. 11.  
 HU-9700 Szombathely, Fő tér 3-5.  
 HU-2030 Érd, Budai utca 24.  
 HU-2120 Dunakeszi, Nadas u. 6.  
 HU-3200 Gyöngyös, Fő tér 1.  
 HU-7561 Nagybajom, Fő út 77.  
 HU-7140 Bátaszék, Budai út 13.  
 HU-6000 Kecskemét, Dunaföldvári út 2.  
 HU-2040 Budaörs (Auchan), Sport út 2-4.  
 HU-2141 Csömör (Auchan), Határ út 6.  
 HU-2143 Kistarcsa, Hunyadi u. 7.  
 HU-2310 Szigetszentmiklós (Auchan), Háros u. 120.

HU-4032 Debrecen, Egyetem tér 1.  
 HU-8230 Balatonfüred, Petőfi u 8.  
 HU-7200 Dombóvár, Dombó Pál u 3.  
 HU-3350 Kál, Szent István tér 3.  
 HU-7800 Siklós, Felszabadulás u 60-62.  
 HU-7773 Villány, Baross G u 36.  
 HU-8630 Balatonboglár, Dózsa Gy u 1.  
 HU-7090 Tamási, Szabadság u 31.  
 HU-9317 Szany, Ady E u 2.  
 HU-6200 Kiskőrös, Petőfi tér 13.  
 HU-6087 Dunavecse, Fő u 40.  
 HU-5720 Sarkad, Árpád fejedelem tér 5.  
 HU-6720 Szeged, Takaréktár u 7.  
 HU-2700 Cegléd, Szabadság tér 6.  
 HU-4100 Berettyóújfalu, Oláh Zs. u 1.  
 HU-5430 Tiszaföldvár, Kossuth u 191.  
 HU-8840 Curgó, Széchenyi tér 21.  
 HU-4900 Fehérgyarmat, Mórícz Zs u 4.  
 HU-4320 Nagykálló, Árpád u 12.  
 HU-3525 Miskolc, Rákóczi út 1.  
 HU-2083 Solymár (Auchan), Szent Flórián u 2.  
 HU-6344 Hajós, Rákóczi u 2.  
 HU-9200 Mosonmagyaróvár, Fő u 24.  
 HU-4130 Derecske, Köztársaság u 111.  
 HU-4181 Nádudvar, Fő u 119.  
 HU-4090 Polgár, Barankovics tér 15.  
 HU-5055 Jászládány, Kossuth L u 77.  
 HU-5321 Kunmadaras, Karcagi u 2-4.  
 HU-2760 Nagykáta, Bajcsy-Zs u 1.  
 HU-2721 Pilis, Rákóczi u 9.  
 HU-4440 Tiszavasvár, Kossuth L u 12.  
 HU-8300 Tapolca, Fő tér 2.  
 HU-8360 Keszthely, Kossuth L u 38.  
 HU-8868 Letenye, Szabadság tér 8.  
 HU-2370 Dabas, Bartók B u 46.  
 HU-7191 Hőgyész, Kossuth L u 6.  
 HU-8000 Székesfehérvár, Hollandfasor 1.  
 HU-2651 Rétság, Rákóczi F u 28-30.  
 HU-8638 Balatonlelle, Rákóczi út 202-204.  
 HU-7754 Bóly, Hősök tere 8/b.  
 HU-6000 Kecskemét, Korona u 2.  
 HU-4400 Nyíregyháza, Sóstói u 31/b.  
 HU-2310 Szigetszentmiklós, Ifjúság u 17.  
 HU-4244 Újfehértó, Fő tér 15.  
 HU-6320 Solt, Kossuth L u 48-50.  
 HU-2220 Vecsés, Fő u 246-248.  
 HU-2364 Ócsa, Szabadság tér 1.  
 HU-3390 Füzesabony, Rákóczi u 77.  
 HU-8500 Pápa, Fő tér 15.  
 HU-5800 Mezőkovácsháza, Árpád u 177.  
 HU-2112 Veresegyház, Szadai út 7.  
 HU-5420 Túrkeve, Széchenyi út 32-34.  
 HU-4625 Záhony, Ady E út 27-29.  
 HU-2943 Bábolna, Mészáros utca 3.  
 HU-5000 Szolnok, Széchenyi krt 135.  
 HU-3527 Miskolc, József A utca 87.  
 HU-8660 Tab, Kossuth L utca 96.  
 HU-4254 Nyíradony, Árpád tér 6.  
 HU-6100 Kiskunfélegyháza, Petőfi tér 1.  
 HU-5435 Martfű, Szolnoki út 142.  
 HU-2234 Maglód, Esterházy utca 1.  
 HU-7633 Pécs-Újmecekalja, Ybl Miklós utca 7/3.  
 HU-6430 Bácsalmás, Szent János utca 32.  
 HU-5742 Elek, Gyulai út 5.  
 HU-5500 Gyomaendrőd, Szabadság tér 7.  
 HU-5700 Gyula, Bodoky utca 9.  
 HU-6913 Csanádpalota, Kelemen L tér 10.  
 HU-6760 Kistelek, Kossuth Lajos utca 5-7.  
 HU-9400 Sopron, Teleki P utca 22/a.  
 HU-4087 Hajdúdorog, Petőfi tér 9-11.  
 HU-4080 Hajdúnánás, Köztársaság tér 17-18/a.  
 HU-3360 Heves, Hősök tere 4.  
 HU-5310 Kisújszállás, Szabadság tér 6.  
 HU-2890 Tata, Ady E utca 1-3.  
 HU-2330 Dunaharaszti, Dózsa Gy utca 25.  
 HU-2340 Kiskunlacháza, Dózsa Gy utca 219.  
 HU-2440 Százhalombatta, Szent István tér 8.  
 HU-2600 Vác, Széchenyi utca 3-7.  
 HU-7400 Kaposvár, Honvéd utca 55.  
 HU-8700 Marcali, Rákóczi utca 6-10.  
 HU-4450 Tiszalök, Kossuth utca 52/a.  
 HU-4800 Vásárosnamény, Szabadság tér 33.  
 HU-7100 Szekszárd, Szent István tér 5-7.  
 HU-9800 Vasvár, Alkotmány utca 2.  
 HU-5600 Békéscsaba, Andrássy út 37-43.  
 HU-7030 Paks, Kishegyi út 44/a.  
 HU-8900 Zalaegerszeg, Kisfaludy utca 15-17.  
 HU-3600 Ózd, Városház tér 1/a.  
 HU-9730 Kőszeg, Kossuth L utca 8.  
 HU-4200 Hajdúszoboszló, Szilfákajla utca 6-8.

HU-6230 Soltvadkert, Szentháromság utca 2.  
HU-9900 Körmend, Vida J utca 2.  
HU-4060 Balmazújváros, Veres Péter utca 3.  
HU-3700 Kazincbarcika, Egressy utca 50.  
HU-7940 Szentlőrinc, Munkácsy utca 16/a.  
HU-2510 Dorog, Mária utca 2.  
HU-7500 Nagyatád, Korányi Sándor utca 6.  
HU-3346 Bélapátfalva, IV. Béla utca 36.  
HU-2225 Üllő, Pesti út 92.  
HU-5130 Jászapáti, Kossuth u 2-8.  
HU-3060 Pásztó, Fő u 73/a.  
HU-2030 Érd, Diósi út 42.  
DE-65760 Eschborn, Frankfurter Strasse 92.  
HU-5200 Törökszentmiklós, Kossuth utca 141.  
HU-9970 Szentgotthárd, Füzesi utca 15.  
HU-2013 Pomáz, József Attila utca 17.  
HU-3450 Mezőcsát, Hősök tere 23.  
HU-6080 Szabadszállás, Kálvin tér 4.  
HU-2870 Kisbér, Batthyány tér 5.  
HU-3580 Tiszaújváros, Szent István út 30.  
HU-8600 Siófok, Fő tér 10/A.  
HU-8330 Sümeg, Kisfaludy Sándor tér 1.  
HU-4561 Baktalórántháza, Köztársaság tér 4.  
HU-3300 Eger, (Agria Park), Törvényház utca 4.  
HU-4220 Hajdúböszörmény, Kossuth Lajos utca 3.  
HU-7632 Pécs, Diana tér 14.  
HU-5530 Vésztő, Kossuth L utca 72.  
HU-3531 Miskolc, Győri kapu 51.  
HU-3534 Miskolc, Árpád út 2.  
HU-6720 Szeged, Aradi vértanúk tere 3.  
HU-6724 Szeged, Vértói utca 1.  
HU-9021 Győr, Baross G utca 14.  
HU-9011 Győr, Déryné utca 77.  
HU-9024 Győr, Kormos I utca 6.  
HU-9431 Fertőd, Fő utca 7.  
HU-4025 Debrecen, Hatvan utca 2-4.  
HU-4032 Debrecen, Füredi utca 43.  
HU-2360 Gyál, Körösi út 160.  
HU-3524 Miskolc, Klapka Gy utca 18.  
HU-2400 Dunaújváros, Dózsa Gy út 4/e.  
HU-9022 Győr, Teleki László utca 51.  
HU-7624 Pécs, Budai Nagy Antal utca 1.  
HU-3530 Miskolc, Uitz B utca 6.  
HU-4025 Debrecen, Pásti utca 1-3.  
HU-9023 Győr, Bartók B utca 53/b.  
HU-4025 Debrecen, Piac utca 45-47.  
HU-8460 Devecser, Kossuth L utca 13.  
HU-4242 Hajdúhadház, Kossuth utca 2.  
HU-6400 Kiskunhalas, Sétáló utca 7.  
HU-6724 Szeged, Rókusi körút 42-64.  
HU-2085 Pilisvörösvár, Fő utca 60.  
HU-7720 Pécsvárad, Bem utca 2/b. C. ép. fszt. 1.  
HU-2800 Tatabánya, Bárdos László utca 2.  
HU-8636 Balatonszemes, Parti sétány 159/4 hrsz.