



OTP Bank Nyrt.

(incorporated with limited liability in Hungary)

€5,000,000,000

Euro Medium Term Note Programme

This second supplement (the “**Second Supplement**”) to the Base Prospectus dated 31 May 2022 as supplemented by the first supplement dated 24 June 2022 (as so supplemented, the “**Base Prospectus**”) constitutes a supplement to the Base Prospectus for the purposes of Article 23(1) of the Prospectus Regulation and is prepared in connection with the €5,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by OTP Bank Nyrt. (the “**Issuer**”).

Terms defined in the Base Prospectus shall have the same meaning when used in this Second Supplement. When used in this Second Supplement, “**Prospectus Regulation**” means Regulation (EU) 2017/1129.

This Second Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer.

The Issuer accepts responsibility for the information contained in this Second Supplement. To the best of the knowledge of the Issuer, the information contained in this Second Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Second Supplement is to (a) incorporate by reference specified pages of the 2Q 2022 Interim Financial Statements (as defined below); (b) update the Base Prospectus for the most recent financial data and recent developments and (c) include a new “Significant/Material Change” statement in the Base Prospectus.

Unaudited consolidated financial statements of the Issuer for the six month period ended 30 June 2022

The section entitled “*Information Incorporated by Reference*” on pages 39 to 40 of the Base Prospectus shall be updated as set out below.

On 11 August 2022, the Issuer published its unaudited consolidated financial statements for the six month period ended 30 June 2022 (the “**2Q 2022 Interim Financial Statements**”).

A copy of the 2Q 2022 Interim Financial Statements has been filed with the *Commission de Surveillance du Secteur Financier*.

By virtue of this Second Supplement, the following information contained in the 2Q 2022 Interim Financial Statements, and set out on the pages below, is incorporated by reference in, and forms part of, the Base Prospectus (available at: https://www.otpbank.hu/static/portal/sw/file/OTP_20222Q_e_final.pdf):

Consolidated IFRS Statement of Financial Position (unaudited)	Page 55
Consolidated IFRS Statement of Profit or Loss (unaudited)	Page 57
Consolidated IFRS Statement of Changes in Equity (unaudited)	Page 58
Consolidated IFRS Statement of Cash Flows (unaudited)	Pages 60
Notes to the Consolidated Financial Statements (unaudited)	Pages 71 to 73

The non-incorporated parts of the 2Q 2022 Interim Financial Statements which, for the avoidance of doubt, are not included in the cross-reference list above, are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

Copies of this Second Supplement, the Base Prospectus and all documents incorporated by reference into the Base Prospectus are available on the Luxembourg Stock Exchange’s website (www.bourse.lu) and on the website of the Issuer (<https://www.otpbank.hu/portal/en/IR/Bonds/Issues>).

Updates to the Base Prospectus

By virtue of this Second Supplement:

- (a) the following shall be included at the end of the sub-section entitled “*Introduction*” on page 118 of the Base Prospectus:

“As at 30 June 2022, the OTP Group provides financial services through 1,414 branches, agent networks and electronic channels. The OTP Group’s total assets were HUF 30,822 billion (EUR 78 billion) as at 30 June 2022, out of which close to 43 per cent. was in Hungary. The next four largest foreign operations comprised 39 per cent. of the OTP Group’s total assets (Bulgaria 17 per cent., Croatia 9 per cent., Serbia 8 per cent. and Slovenia 5 per cent.).”;

- (b) the following shall be included immediately after the table headed “*The following table sets out the total assets evolution of the OTP Group in the period between 1995 and 1Q 2022*” in the sub-section entitled “*History*” on page 119 of the Base Prospectus:

“**The following table sets out the total assets evolution of the OTP Group in the period 2Q 2022:**

	2Q
	2022
Total assets (EUR billion)	77.7

- (c) the table headed “*Ownership Structure of the Issuer as at 31 March 2022*” in the sub-section entitled “*Shareholder Structure*” on pages 119-120 of the Base Prospectus shall be deleted and replaced with the following:

“**Ownership structure of the Issuer as at 30 June 2022**

Description of owner	Total equity		
	30 June 2022		
	%	% ⁽¹⁾	Qty
Domestic institution/company	30.59	30.64	85,640,596
Foreign institution/company.....	51.11	51.20	143,119,419
Domestic individual	16.37	16.39	45,822,406
Foreign individual	0.67	0.67	1,866,905
Employees, senior officers	0.54	0.54	1,513,036
Treasury shares ⁽²⁾	0.17	0.00	467,880
Government held owner	0.05	0.05	139,946
International Development Institutions.....	0.00	0.00	9,529
Other ⁽³⁾	0.51	0.51	1,420,293
TOTAL	100.00	100.00	280,000,010

Notes:

- (1) Voting rights in the General Meeting of the Issuer for participation in decision-making.
- (2) Treasury shares do not include the OTP shares held by OTP Bank Employee Stock Ownership Plan Organisation (“**ESOP**”). Pursuant to Act V of 2013 on the Civil Code, OTP shares held by the ESOP are not classified as treasury shares, but the ESOP must be consolidated in accordance with IFRS 10 Consolidated Financial Statements standard. On 30 June 2022, ESOP owned 11,022,982 OTP shares.
- (3) Non-identified shareholders according to the shareholders’ registry.

Source: OTP Bank Plc. - Half-year Financial Report - First half 2022 result, Budapest, 11 August 2022”;

- (d) the table headed “*To the extent known by the Issuer, direct and/or indirect shareholders of the Issuer with over/around 5 per cent. stake as at 31 March 2022*” in the sub-section entitled “*Shareholder Structure*” on page 120 of the Base Prospectus shall be deleted and replaced with the following:

“To the extent known by the Issuer, direct and/or indirect shareholders of the Issuer with over/around 5 per cent. stake as at 4 August 2022

Name	Number of shares	Ownership ⁽¹⁾	Voting rights ⁽¹⁾⁽²⁾
MOL (Hungarian Oil and Gas Company Plc.).....	24,000,000	8.57%	8.59%
Groupama Group	14,259,336	5.09%	5.10%
Groupama Gan Vie SA.....	14,140,000	5.05%	5.06%
Groupama Biztosító Ltd.	119,336	0.04%	0.04%

Notes:

(1) Rounded to two decimals.

(2) Voting rights in the General Meeting of the Issuer for participation in decision-making.

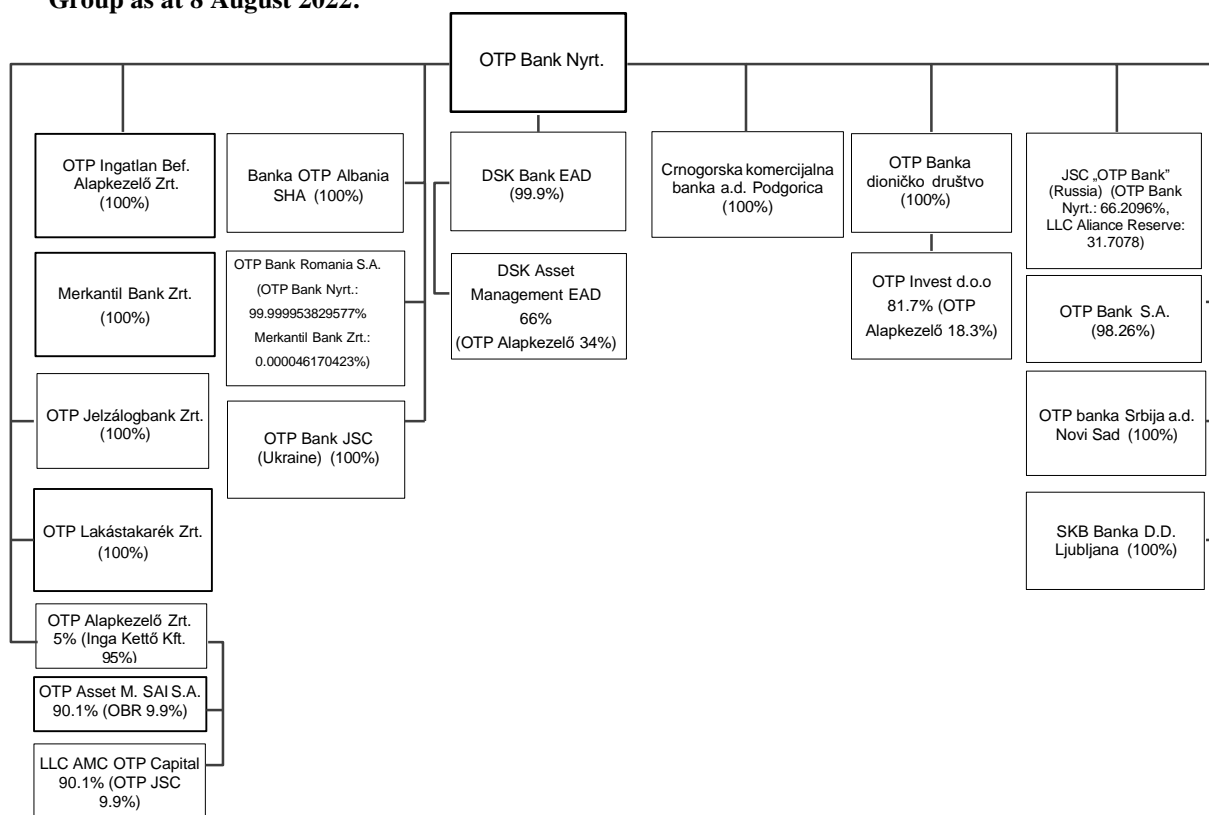
Source: OTP Bank Plc. - Half-year Financial Report - First half 2022 result, Budapest, 11 August 2022”;

- (e) the sub-section headed “*Kafijat Group*” on page 121 of the Base Prospectus shall be deleted;
- (f) the following shall be included immediately after the table in the sub-section entitled “*Ratings*” on page 125 of the Base Prospectus:

“On 16 August 2022, S&P has changed the outlook of its 'BBB/A-2' long and short-term issuer credit ratings assigned to the Issuer to negative from stable.”

- (g) the diagram headed “*The following diagram illustrates the credit institution and investment firm members of the OTP Group as at 4 May 2022*” and the immediately following paragraph starting with “*As at 31 March 2022, the OTP Group consisted of the Issuer.....*” (each as included by virtue of the First Supplement) in the sub-section entitled “*Group Structure of OTP Group*” on page 126 of the Base Prospectus shall be deleted and replaced with the following:

“The following diagram illustrates the credit institution and investment firm members of the OTP Group as at 8 August 2022:



As at 30 June 2022, the OTP Group consisted of the Issuer and 110 fully consolidated subsidiaries and associates and the total number of customers served by the OTP Group was around 16 million. As at 30

June 2022, 1,414 branches, 4,586 automatic-teller-machines (“ATMs”) and 202,766 point-of-sales terminals were in operation group-wide.”;

- (h) the following shall be included at the end of the sub-section entitled “*Diversification of the OTP Group’s business*” starting on page 127 of the Base Prospectus:

“In 1H 2022, approximately 75 per cent. of the consolidated adjusted after-tax profit was generated in Hungary.

The following table sets out the consolidated profit after tax breakdown by segment for 1H 2021 and 1H 2022, respectively:

	1H 2021	1H 2022	Change
	<i>(HUF million)</i>		<i>(%)</i>
Consolidated profit after tax	215,148	42,652	(80)
Adjustments (total)	(31,138)	(208,100)	568
Consolidated adjusted profit after tax for the year	246,286	250,752	2
Banks total	231,747	230,080	(1)
OTP Core (Hungary).....	107,768	168,887	57
DSK Group (Bulgaria).....	41,975	49,585	18
OBH (Croatia).....	14,297	22,889	60
OTP Bank Serbia.....	14,759	21,780	48
SKB Banka (Slovenia).....	7,497	9,683	29
OTP Bank Romania.....	1,776	(992)	
OTP Bank Ukraine.....	17,726	(34,254)	
OTP Bank Russia.....	17,410	(14,751)	
CKB Group (Montenegro).....	3,117	292	(91)
OTP Bank Albania.....	2,369	4,745	100
OTP Bank Moldova.....	3,052	2,215	(27)
Leasing	4,751	5,810	22
Merkantil Group (Hungary).....	4,751	5,810	22
Asset Management	1,953	2,583	32
OTP Fund Management (Hungary).....	1,863	2,436	31
Foreign Asset Management Companies (Ukraine, Romania, Bulgaria)	90	147	63
Other Hungarian Subsidiaries	8,895	7,022	(21)
Other Foreign Subsidiaries	362	30	(92)
Corporate Centre	(691)	2,940	
Eliminations	(732)	2,287	
Total adjusted profit after tax of HUNGARIAN subsidiaries	121,668	187,733	54
Total adjusted profit after tax of FOREIGN subsidiaries	124,618	63,019	(49)
Share of foreign contribution to the adjusted profit after tax	51%	25%	(26 pps)

In terms of total assets, five out of the six largest operations (OTP Core (Hungary), DSK Group (Bulgaria), OBH (Croatia), SKB (Slovenia) and OBR (Romania)), representing more than 79 per cent. of the OTP Group’s consolidated total assets, are in EU countries.

The following table sets out the consolidated total assets breakdown by country as at 30 June 2021 and 30 June 2022, respectively:

	1H 2021	1H 2022	Y/Y
Hungary.....	45%	43%	(2%)
Bulgaria.....	17%	17%	0%
Croatia.....	10%	9%	(1%)
Serbia.....	8%	8%	0%

	1H 2021	1H 2022	Y/Y
Slovenia.....	5%	5%	0%
Romania.....	5%	5%	0%
Ukraine.....	3%	4%	1%
Russia.....	3%	4%	1%
Montenegro.....	2%	2%	0%
Albania.....	1%	1%	0%
Moldova.....	1%	1%	0%

The loan portfolio of the OTP Group is diversified in terms of geographies and products. The majority of loans are within Hungary. However, due to the recent acquisitions, the portfolio has further diversified. The OTP Group's total combined exposure to Russia and Ukraine, as of 30 June 2022, represented 8 per cent. of the OTP Group's net loan portfolio. In terms of products, approximately 54 per cent. of HUF 17,886 billion net loans on a group wide-basis were to retail and MSE customers.

The following table sets out the consolidated net loans breakdown by country and by product as at 30 June 2021 and 30 June 2022, respectively:

By countries	1H 2021	1H 2022	Y/Y	1H 2022
				(HUF billion)
Hungary.....	37%	35%	(2%)	6,239 ⁽¹⁾
Bulgaria.....	17%	18%	1%	3,234
Croatia.....	11%	11%	0%	1,967
Serbia.....	10%	11%	1%	1,964
Slovenia.....	6%	6%	0%	1,146
Romania.....	6%	6%	0%	1,162
Ukraine.....	3%	3%	0%	592
Russia.....	3%	4%	1%	803
Montenegro.....	2%	2%	0%	398
Albania.....	1%	1%	0%	245
Moldova.....	1%	1%	0%	182

By products	1H 2021	1H 2022	Y/Y
Mortgage.....	27%	26%	(1%)
Consumer.....	24%	23%	(1%)
MSE.....	6%	5%	(1%)
Corporate.....	36%	39%	3%
Leasing.....	8%	7%	(1%)

Note:

(1) Including OTP Core and Merkantil Group (Hungarian leasing).

The following table sets out the net loans breakdown of the main segments and by product as at 30 June 2021 and 30 June 2022, respectively:

OTP Core + Merkantil	1H 2021	1H 2022	Y/Y
Mortgage.....	30%	27%	(3%)
Consumer.....	22%	20%	(2%)
MSE.....	9%	9%	0%
Corporate.....	33%	37%	4%
Leasing.....	7%	6%	(1%)

DSK Group (Bulgaria)	1H 2021	1H 2022	Y/Y
Mortgage	28%	28%	0%
Consumer	29%	27%	(2%)
MSE	1%	3%	2%
Corporate.....	36%	34%	(2%)
Leasing	7%	8%	1%

OBH (Croatia)	1H 2021	1H 2022	Y/Y
Mortgage	25%	28%	3%
Consumer	25%	22%	(3%)
MSE	3%	3%	0%
Corporate.....	40%	40%	0%
Leasing	8%	8%	0%

OTP Bank Serbia	1H 2021	1H 2022	Y/Y
Mortgage	21%	21%	0%
Consumer	25%	22%	(3%)
MSE	3%	3%	0%
Corporate.....	46%	49%	3%
Leasing	6%	5%	(1%)

SKB Banka (Slovenia)	1H 2021	1H 2022	Y/Y
Mortgage	37%	36%	(1%)
Consumer	10%	8%	(2%)
MSE	2%	2%	0%
Corporate.....	34%	37%	3%
Leasing	18%	16%	(2%)

OTP Bank Romania	1H 2021	1H 2022	Y/Y
Mortgage	42%	40%	(2%)
Consumer	9%	8%	(1%)
MSE	18%	2%	(16%)
Corporate.....	27%	45%	18%
Leasing	5%	5%	0%

OTP Bank Ukraine	1H 2021	1H 2022	Y/Y
Mortgage	1%	1%	0%
Consumer	17%	14%	(3%)
MSE	0%	0%	0%
Corporate.....	52%	57%	5%
Leasing	30%	28%	(2%)

OTP Bank Russia	1H 2021	1H 2022	Y/Y
Mortgage	0%	0%	0%
Consumer.....	84%	89%	5%
MSE.....	0%	0%	0%

OTP Bank Russia	1H 2021	1H 2022	Y/Y
Corporate	15%	10%	(5%)
Leasing	0%	0%	0%

The OTP Group's main source of funding is customer deposits (HUF 23,535), representing close to 85 per cent. of total liabilities (76 per cent. of total assets) as at 30 June 2022. The deposit base is granular and as at the date of this Base Prospectus close to 55 per cent. of the deposit base comprises retail deposits.

The following table sets out the consolidated customer deposits breakdown by country and by product as at 30 June 2021 and 30 June 2022, respectively:

By countries	1H 2021	1H 2022	Y/Y	1H 2022
				(HUF billion)
Hungary	47%	47%	1%	11,129 ⁽¹⁾
Bulgaria	19%	18%	(1%)	4,260
Croatia	9%	9%	0%	2,142
Serbia	6%	6%	0%	1,327
Slovenia	6%	6%	0%	1,343
Romania	4%	4%	0%	848
Ukraine	3%	3%	0%	776
Russia	2%	3%	1%	752
Montenegro	2%	2%	0%	437
Albania	1%	1%	0%	281
Moldova	1%	1%	0%	249

By products	1H 2021	1H 2022	Y/Y
Retail sight	34%	34%	0%
Retail term	25%	21%	(4%)
MSE	12%	11%	(1%)
Corporate	29%	34%	5%

Note:

(1) Including OTP Core and Merkantil Group (Hungarian leasing).

The following table sets out the customer deposits breakdown of the main segments and by product as at 30 June 2021 and 30 June 2022, respectively:

OTP Core + Merkantil	1H 2021	1H 2022	Y/Y
Retail sight	37%	34%	(3%)
Retail term	16%	12%	(4%)
MSE	14%	13%	(1%)
Corporate	33%	41%	8%

DSK Group (Bulgaria)	1H 2021	1H 2022	Y/Y
Retail sight	32%	37%	5%
Retail term	46%	40%	(6%)
MSE	6%	9%	3%
Corporate	16%	14%	(2%)

OBH (Croatia)	1H 2021	1H 2022	Y/Y
Retail sight	49%	50%	1%
Retail term.....	19%	15%	(4%)
MSE	7%	8%	1%
Corporate.....	25%	27%	2%

OTP Bank Serbia	1H 2021	1H 2022	Y/Y
Retail sight.....	26%	28%	2%
Retail term.....	26%	24%	(2%)
MSE.....	9%	9%	0%
Corporate.....	39%	39%	0%

SKB Banka (Slovenia)	1H 2021	1H 2022	Y/Y
Retail sight	34%	35%	1%
Retail term.....	29%	26%	(3%)
MSE	15%	13%	(2%)
Corporate.....	22%	25%	43%

OTP Bank Romania	1H 2021	1H 2022	Y/Y
Retail sight	12%	15%	3%
Retail term.....	33%	33%	0%
MSE	28%	9%	(19%)
Corporate	26%	43%	17%

OTP Bank Ukraine	1H 2021	1H 2022	Y/Y
Retail sight	17%	20%	3%
Retail term.....	22%	16%	(6%)
MSE	5%	6%	1%
Corporate.....	55%	59%	4%

OTP Bank Russia	1H 2021	1H 2022	Y/Y
Retail sight	29%	19%	(10%)
Retail term.....	38%	28%	(10%)
MSE	15%	14%	(1%)
Corporate.....	18%	39%	21%

The following table sets out the performing (Stage 1 + Stage 2) loan volume changes adjusted for FX-effect for the period between 31 December 2021 and 30 June 2022:

	OTP Group	OTP Core⁽²⁾	DSK Group	OBH	OTP Bank Serbia	SKB Banka	OTP Bank Romania	OTP Bank Ukraine	OTP Bank Russia	CKB Group	OTP Bank Albania	OTP Bank Moldova
Nominal change (HUF billion)	997 ⁽⁴⁾	328	304	147	164	105	110	(39)	(200)	32	17	10
Total.....	6% ⁽⁴⁾	6%	10%	8%	9%	10%	10%	(6%)	(18%)	9%	7%	6%
Consumer.....	0% ⁽⁴⁾	2%	7%	3%	3%	(2%)	6%	(15%)	(10%)	6%	7%	(5%)
Mortgage.....	6% ⁽⁴⁾	2% ⁽³⁾	8%	13%	7%	6%	7%			6%	12%	1%
Corporate ⁽¹⁾	9% ⁽⁴⁾	11%	14%	7%	13%	21%	14%	(4%)	(56%)	11%	6%	13%

	OTP Group	OTP Core ⁽²⁾	DSK Group	OBH	OTP Bank Serbia	SKB Banka	OTP Bank Romania	OTP Bank Ukraine	OTP Bank Russia	CKB Group	OTP Bank Albania	OTP Bank Moldova
Leasing.....	5% ⁽⁴⁾	3%	12%	18%	4%	2%	12%	(3%)			(2%)	5%

Notes:

- (1) Loans to MSE and corporate clients.
- (2) Changes of leasing volumes of Merkantil Group in Leasing row.
- (3) Within that, housing loan was up by 2 per cent. and home equity was down by 4 per cent.
- (4) If adjusted to exclude of the Russian and Ukrainian operations, Nominal change is 1,236 HUF billion, changes of total volumes are 8%, changes of consumer volumes are 4%, changes of mortgage volumes are 6%, changes of corporate volumes are 12%, changes of leasing volumes are 7%.

The following table sets out the deposit volume changes adjusted for FX-effect for the period between 31 December 2021 and 30 June 2022:

	OTP Group	OTP Core	DSK Group	OBH	OTP Bank Serbia	SKB Banka	OTP Bank Romania	OTP Bank Ukraine	OTP Bank Russia	CKB Group	OTP Bank Albania	OTP Bank Moldova
Nominal change (HUF billion)	1,201 ⁽²⁾	815	173	91	(9)	36	(44)	38	96	20	8	(22)
Total.....	5% ⁽²⁾	8%	4%	4%	(1%)	3%	(5%)	5%	15%	5%	3%	(8%)
Retail.....	2% ⁽²⁾	4%	2%	2%	(1%)	5%	2%	3%	(10%)	1%	3%	(7%)
Corporate ⁽¹⁾	9% ⁽²⁾	11%	14%	9%	(1%)	0%	(11%)	6%	52%	8%	4%	(10%)
Deposits – Net loans gap (HUF billion)....	5,648 ⁽²⁾	5,385	1,026	176	(637)	197	(314)	184	(51)	39	36	67

Note:

- (1) Including MSE, MLE and municipality deposits.
- (2) If adjusted to exclude of the Russian and Ukrainian operations, Nominal change is 1,068 HUF billion, changes of total volumes are 5%, changes of retail volumes are 3%, changes of corporate volumes are 8%.

The following table sets out the evolution of consolidated volume of the OTP Group's subordinated debt, bilateral loans, senior bonds and mortgage bonds (in EUR billion), as well as the evolution of the consolidated net loans to deposits including retail bonds ratio for the period 2Q 2022:

	2Q 2022
Subordinated debt (EUR billion).....	0.7
Bilateral loans (EUR billion)	0.3
Senior bonds (EUR billion).....	0.0
Mortgage bonds EUR billion).....	1.2
Consolidated net loans to deposits including retail bonds ratio.....	76%

The following table sets out the maturity profile of the OTP Group's consolidated wholesale debt, in EUR million, as at 30 June 2022:

	2022	2023	2024	2025	2026	2027-2041	Perpetual
Subordinated debt (EUR million)...	-	-	-	16	-	499	231
Bilateral loans (EUR million)	17	21	18	77	47	122	-
Senior bonds (EUR million)	8	1	2	-	-	-	-
Mortgage bonds (EUR million)	-	111	611	57	-	400	-

As at the date of the Second Supplement, the OTP Group's maturity profile is considered by the Issuer's management to be relatively light, not just because of the relatively low amount of outstanding debt (close to EUR 2.2 billion in total as at 30 June 2022), but due to its composition.”;

- (i) the following shall be included at the end of the sub-section entitled “*Distribution Channels business*” on page 135 of the Base Prospectus:

“As at 30 June 2022, the OTP Group provided financial services through 1,414 branches, agent networks and various electronic channels.

The following table sets out the number of branches and number of employees (in full-time equivalents) in the major segments as at 30 June 2022:

	30 June 2022	
	Branches	Headcount (closing)
OTP Core (Hungary).....	355	10,669
DSK Group (Bulgaria)	309	5,417
OBH (Croatia).....	113	2,268
OTP Bank Serbia	168	2,662
SKB Banka (Slovenia)	49	861
OTP Bank Romania	95	1,786
OTP Bank Ukraine (without employed agents)	85	2,244
OTP Bank Russia (without employed agents)	115	4,570
CKB Group (Montenegro)	33	503
OTP Bank Albania	39	459
OTP Bank Moldova	53	877
Other Hungarian and foreign subsidiaries.....		603
OTP Group (without employed agents).....		32,921
OTP Bank Russia - employed agents		2,393
OTP Bank Ukraine - employed agents		56
OTP Group (aggregated).....	1,414	35,370

”;

- (j) the following shall be included immediately after the table headed “*The following table sets out the total assets by main segments as at 31 March 2022, data are in HUF billion*” in the sub-section entitled “*Description of the main segments of the OTP Group*” on pages 135-136 of the Base Prospectus:

“The following table sets out the total assets by main segments as at 30 June 2022, data are in HUF billion:

Segment	30 June 2022
OTP Core (Hungary).....	15,780
DSK Group (Bulgaria)	5,131
OBH (Croatia).....	2,915
OTP Bank Serbia	2,533
SKB Banka (Slovenia)	1,571
OTP Bank Romania	1,659
OTP Bank Ukraine.....	1,088
OTP Bank Russia.....	1,380
CKB Group (Montenegro)	590
OTP Bank Albania	392
OTP Bank Moldova	340
OTP Fund Management	20

Segment	30 June 2022
Leasing subsidiaries	805
Corporate Centre, Foreign Asset Management Companies, Eliminations and others	(3,380)

- ”;
- (k) the following shall be included at the end of the sub-section entitled “*OTP Core (Hungary)*” on page 136 of the Base Prospectus:

“The Issuer’s management believes that its market share in total assets was 28 per cent., in retail lending 34 per cent., in retail deposits 39 per cent., in corporate loans 19 per cent., and in corporate deposits 24 per cent., each as at 30 June 2022.”;

- (l) the following shall be included immediately after the end of the first paragraph starting with “*OTP Fund Management, established in 1993, is a.....*” in the sub-section entitled “*Asset Management*” on page 137 of the Base Prospectus:

“The Issuer’s management believes that the market share by assets under management of OTP Fund Management in the Hungarian securities fund market was 25 per cent. as at 30 June 2022.”;

- (m) the second paragraph starting with “*A further wave of acquisitions*” in the sub-section entitled “*Foreign Subsidiaries*” starting on page 137 of the Base Prospectus shall be deleted and replaced with the following:

“A further wave of acquisitions commenced in 2016 as some banks decided to divest their non-core holdings in the CEE region (please see “*History of 2016-2021 acquisitions*” below). This new expansionary phase contributed to an increase in the total assets of the OTP Group from EUR 34 billion in 2015 to close to EUR 64 billion as at 31 December 2020, which further grew organically to EUR 78 billion by 30 June 2022.”;

- (n) the third paragraph starting with “*In terms of total assets, the second*” in the sub-section entitled “*Foreign Subsidiaries*” starting on page 137 of the Base Prospectus shall be deleted and replaced with the following:

“In terms of total assets, the second largest operation within the OTP Group, after OTP Core, is the Bulgarian operation. The Issuer’s management believes that DSK, as a traditional incumbent bank, enjoys a favourable market position, especially after the purchase of Expressbank. The Issuer’s management believes that with this acquisition, the OTP Group’s market share in Bulgaria increased to 18.4 per cent. in terms of total assets, and that the Bulgarian operation is the largest bank in terms of retail deposits as well as retail loans in the local banking market and the second largest in terms of total assets in the local banking market.”;

- (o) the fourth paragraph starting with “*The Issuer’s management believes that CKB is*” in the sub-section entitled “*Foreign Subsidiaries*” starting on page 138 of the Base Prospectus shall be deleted and replaced with the following:

“The Issuer’s management believes that CKB is the market leader in terms of total assets in Montenegro. However, due to the overall size of the Montenegrin market, CKB represents only approximately 2 per cent. of the OTP Group’s total assets as at 30 June 2022. With the conclusion of the acquisition of Société Générale banka Montenegro, the Issuer’s management believes that the market share of the Montenegrin operation has grown to 28.4 per cent. in terms of total assets.”;

- (p) the fifth paragraph starting with “*With the acquisition of the Croatian Splitska banka d.d.*” in the sub-section entitled “*Foreign Subsidiaries*” on page 138 of the Base Prospectus shall be deleted and replaced with the following:

“With the acquisition of the Croatian Splitska banka d.d. (“**Splitska banka**”), the Issuer’s management believes that the market share of OBH increased to 9.5 per cent. in terms of total assets and the Croatian operation is the fourth largest in the local banking market. At the same time, the Croatian operation became the third largest operation in the OTP Group, representing close to a 9 per cent. share of total assets as at 30 June 2022.”;

- (q) the sixth paragraph starting with *“The Issuer’s management believes that the market share of the Serbian operations”* in the sub-section entitled *“Foreign Subsidiaries”* on page 138 of the Base Prospectus shall be deleted and replaced with the following:
- “The Issuer’s management believes that the market share of the Serbian operations grew to 5.4 per cent. in terms of share from market total assets due to the acquisition of Vojvodjanska banka a.d. (**“Vojvodjanska banka”**), and further to 13.5 per cent. with the completion of the acquisition of Société Générale Banka Srbija. The Serbian operation became the fourth largest operation in the OTP Group, representing approximately 8 per cent. share of total assets as at 30 June 2022. The Issuer’s management believes that the market share of the OTP Group’s Serbian operation is the second largest in terms of total assets, and the largest in terms of gross loans, in Serbia.”;
- (r) the seventh paragraph starting with *“With the acquisition of SKB the Slovenian operation became the fifth largest operation within OTP.....”* in the sub-section entitled *“Foreign Subsidiaries”* on page 138 of the Base Prospectus shall be deleted and replaced with the following:
- “With the acquisition of SKB the Slovenian operation became the fifth largest operation within OTP, representing 5 per cent. share of total assets as at 30 June 2022. The Issuer’s management believes that the market share of SKB is 8.5 per cent. in Slovenia in terms of total assets and the Slovenian operation is the third largest in the local banking market. With a market share of 21.4 per cent. by total assets as of 31 December 2021, the acquired Nova Kreditna Banka Maribor d.d. (**“Nova KBM d.d.”**) is the second largest bank in the Slovenian banking market.”;
- (s) the eighth paragraph starting with *“OBR, the Romanian banking subsidiary, is the sixth largest operation.....”* in the sub-section entitled *“Foreign Subsidiaries”* on page 138 of the Base Prospectus shall be deleted and replaced with the following:
- “OBR, the Romanian banking subsidiary, is the sixth largest operation in the OTP Group, and represented close to 5 per cent. of total assets as at 30 June 2022. The Issuer’s management believes that OBR’s market share in Romania is between 2 per cent. and 3 per cent. in terms of total assets, less than what the Issuer’s management considers optimal.”;
- (t) the ninth paragraph starting with *“The Issuer’s management believes that OTP Bank Russia is a small player in Russia”* in the sub-section entitled *“Foreign Subsidiaries”* on page 138 of the Base Prospectus shall be deleted and replaced with the following:
- “The Issuer’s management believes that OTP Bank Russia is a small player in Russia in terms of total assets.”;
- (u) the tenth paragraph starting with *“The Ukrainian subsidiary represents approximately.....”* in the sub-section entitled *“Foreign Subsidiaries”* on page 138 of the Base Prospectus shall be deleted and replaced with the following:
- “The Ukrainian subsidiary represented approximately 4 per cent. of the OTP Group’s total assets as at 30 June 2022. The Issuer’s management believes that its market share in the Ukraine was approximately 3 per cent. in terms of total assets as at 30 June 2022.”;
- (v) the twelfth paragraph starting with *“The Albanian and Moldovan subsidiaries each represent”* in the sub-section entitled *“Foreign Subsidiaries”* starting on page 138 of the Base Prospectus shall be deleted and replaced with the following:
- “The Albanian and Moldovan subsidiaries each represented 1 per cent. of the OTP Group’s total assets as at 30 June 2022. The Issuer’s management believes that OBA is the fifth biggest Albanian bank with a market share of approximately 6 per cent. as at 31 December 2021, and the Moldovan operations have a market share of approximately 14.0 per cent. in terms of total assets. With a total asset-based market share of approximately 5 per cent. as of 30 September 2021, Alpha Bank is the eighth largest bank in the Albanian banking market. With the acquisition of the Alpha Bank, the Issuer’s management believes that the Albanian operation is the third largest in terms of net loans in the local banking market.”;
- (w) the fourth paragraph starting with *“On 6 December 2021, the Issuer signed”* in the sub-section entitled *“History of 2016-2021 acquisitions”* on page 139 of the Base Prospectus shall be deleted and replaced with the following:

“On 6 December 2021, the Issuer signed an acquisition agreement with Alpha International Holdings Single Member S.A. on purchasing 100 per cent. of the shares of Alpha Bank SH.A., the Albanian subsidiary of the Greek Alpha Bank S.A. The purchase price has been agreed at EUR 55 million. With a total asset-based market share of approximately 4.5 per cent. as of 31 December 2021, Alpha Bank is the eighth largest bank in the Albanian banking market, and as a universal bank it has been active in the retail and corporate segment as well. On 18 July 2022, the financial completion of the transaction has been completed.”;

- (x) the table headed “*The following table sets out details of such acquisitions*” in the sub-section entitled “*History of 2016-2021 acquisitions*” on pages 139-140 of the Base Prospectus shall be deleted and replaced with the following:

“The following table sets out details of such acquisitions:

No.	Country of acquisition	Acquisition target	Share acquired in target bank ⁽²⁾	Seller banking group	Date of acquisition agreement	Date of financial closing	Gross loans net of provisions in HUF billion ⁽¹⁾
1	Croatia	Splitska banka d.d.	100%	Société Générale	20/12/2016	02/05/2017	631
2	Serbia	Vojvodjanska banka a.d., NBG Leasing d.o.o. and certain other exposures	100%	National Bank of Greece	04/08/2017	01/12/2017	266
3	Bulgaria	Societe Generale Expressbank AD	99.74%	Société Générale	01/08/2018	15/01/2019	774
4	Albania	Banka Societe Generale Albania SH. A.	100%	Société Générale	01/08/2018	29/03/2019	124
5	Serbia	Societe Generale Banka Srbija a.d.	100%	Société Générale	20/12/2018	24/09/2019	716
6	Moldova	Mobiasbanca – Groupe Societe Generale S.A.	98.26%	Société Générale	06/02/2019	25/07/2019	102
7	Montenegro	Societe Generale banka Montenegro a.d.	100%	Société Générale	28/02/2019	16/07/2019	126
8	Slovenia	SKB Banka and its subsidiaries	99.73%	Société Générale	02/05/2019	13/12/2019	827
9	Slovenia	Nova Kreditna banka Maribor and its subsidiaries	100%	Apollo Global Management, EBRD	31/05/2021	pending (Sept. ‘22 expected, subject to regulatory approval)	1,633
10	Albania	Alpha Bank SH.A.	100%	Alpha International Holdings Single Member S.A.	03/12/2021	18/07/2022	99

Note:

- (1) Gross loans net of provisions in HUF billion are calculated from publicly available individual bank data as of November 2018 in case of Splitska banka d.d., March 2019 in case of Vojvodjanska banka a.d., Societe Generale Expressbank AD and Banka Societe Generale Albania SH. A. and September 2019 in case of Societe Generale Banka Srbija a.d., Mobiasbanca, Societe Generale banka Montenegro a.d., December 2019 in case of SKB Banka and December 2020 in case of Nova Kreditna banka using the then prevailing local currency to HUF exchange rate.
- (2) Book value in EUR billion is calculated from publicly available individual bank data as of December 2016 in case of Splitska banka d.d., September 2017 in case of Vojvodjanska banka a.d., December 2018 in case of Societe Generale Expressbank AD, Banka Societe Generale Albania SH. A., Societe Generale Banka Srbija a.d., Mobiasbanca, Societe Generale banka Montenegro a.d. and SKB Banka and December 2020 in case of Nova Kreditna banka and Alpha Bank SH.A., in each case, using the then prevailing local currency to EUR exchange rate.

- (y) the following shall be included immediately after the last paragraph of the sub-section entitled “*Russia-Ukraine crisis*” starting on page 144 of the Base Prospectus:

“Considering OTP Group’s exposures to Russia and Ukraine at the end of 2Q 2022, it is important to note that while volumes did not change in RUB and UAH terms, their weight within the OTP Group increased quarter-on-quarter due to the depreciation of HUF.

Accordingly, as of 30 June 2022:

- the combined weight of Ukrainian and Russian assets out of total consolidated assets comprised 8 per cent.;
- the combined weight of net loans in Ukraine and Russia comprised 7.8 per cent.;
- the volume of gross intragroup funding towards Ukraine and Russia comprised HUF 83 billion and HUF 85 billion respectively.

Under an unexpected and extremely pessimistic scenario of deconsolidating the Ukrainian entity and writing down the outstanding gross intragroup funding, the effect for the consolidated CET1 ratio would be -1 basis point, whereas in the case of Russia the impact would be -128 basis points (as for the latter the significant change is explained mainly by the material quarter-on-quarter appreciation of RUB against HUF).”;

- (z) the following shall be included at the end of the sub-section entitled “*Recent Developments - Moratorium on loan payments*” (as amended by the First Supplement) on pages 141-142 of the Base Prospectus:

“On 8 August 2022, the Government of Hungary adopted Decree no. 292/2022 which imposes a moratorium on agricultural sector loans until 31 December 2023 with the aim of managing the effects of the drought on the Hungarian farming sector. Under the provisions of this decree, a debtor qualifies for the moratorium (i) if more than 50 per cent. of their net income with respect to the financial year 2021 came from crop cultivation, animal breeding, game management, forestry, fishing/fish farming or (ii) if the purpose of their loan is an activity related to the abovementioned agricultural activities. The expiration of any credit agreement, loan agreement and financial lease agreement with an agricultural purpose has also been extended until 31 December 2023. The debtors who want to participate in such payment moratorium can request the deferred payment from 8 August 2022 until 15 September 2022. In addition, this decree also introduces a ban on termination due to non-payment for the above-mentioned credit, loan and financial lease agreements of the agricultural sector.”

- (aa) the following shall be included immediately after the table headed “*Additional information on the OTP Group’s performance in the period between 2003 and 1Q 2022*” on page 151 of the Base Prospectus:

“Additional information on the OTP Group’s performance in the period 1H 2022

	1H 2022⁽¹⁾
Accounting ROE	2.9%
Adjusted ROE	17.0%
Total Revenue Margin.....	5.22%
Net Interest Margin	3.50%
Net fee and commission Margin.....	1.26%
Other Income Margin	0.47%
Operating costs / Average assets	2.47%
Cost-to-Income ratio	47.3%
Credit Risk Cost Rate.....	0.86%
CET1 capital ratio	16.4%

Note:

- (1) If adjusted to exclude of the Russian and Ukrainian operations, ROE is 7.1%, adjusted ROE is 23.2%, total revenue margin is 4.76%, net interest margin is 3.11%, net fee and commission margin is 1.21%, other income margin is 0.44%, operating costs / average assets is 2.29%, cost-to-income ratio is 48.0% and credit risk cost rate is -0.34%.”;

- (bb) the following shall be added as a new sub-section immediately after the sub-section entitled “*Additional information on the OTP Group’s performance in 1Q 2022*” on pages 163-176 of the Base Prospectus:

“Additional information on the OTP Group’s performance in 1H 2022

OTP Group consolidated

	1H 2021	1H 2022	Change	Fx-adjusted Q-o-Q Change	Fx-adjusted Y-o-Y Change
	<i>(in HUF million)</i>		%	%	%
Main components of the Statement of recognised income					
Profit after tax for the year.....	215,148	42,652	(80)		
Adjustments (total).....	(31,138)	(208,100)	568		
Adjusted profit after tax for the year.....	246,286	250,752	2	106	10
Adjusted before tax profit.....	289,250	293,452	1	56	(8)
Operating profit.....	307,495	398,178	29	3	23
Adjusted total income.....	617,605	755,139	22	3	17
Adjusted net interest income.....	413,799	506,196	22	4	17
Adjusted net profit from fees and commissions.....	152,219	181,517	19	6	15
Adjusted other net non-interest income ...	51,587	67,426	31	(15)	27
Adjusted operating expenses.....	(310,110)	(356,961)	15	3	11
Total risk costs.....	(18,245)	(104,726)	474	(63)	460
Adjusted corporate income tax.....	(42,965)	(42,700)	(1)	(60)	0

	1H 2021	1H 2022	Change
	<i>(in HUF million)</i>		%
Main components of balance sheet, closing balances⁽¹⁾			
Total assets.....	24,550,723	30,822,224	26
Total customer loans (net, FX adjusted).....	15,636,041	17,886,074	14
Total customer deposits (FX adjusted).....	20,049,797	23,552,123	17
Liabilities from issued securities.....	497,045	405,398	(18)
Subordinated bonds and loans.....	267,378	302,379	13
Total shareholders' equity.....	2,696,923	3,168,305	17

Note:

- (1) For FX adjustment, the closing cross currency rates for the current period were used to calculate the HUF equivalent of loan and deposit volumes in the base period.

	1H 2021	1H 2022	Change
	<i>pps</i>		
Indicators			
ROE.....	16.7%	2.9%	(13.8)
Adjusted ROE.....	19.1%	17.0%	(2.1)
Adjusted ROA.....	2.1%	1.7%	(0.4)
Total revenue margin.....	5.18%	5.22%	0.04
Net interest margin.....	3.47%	3.50%	0.03
Cost-to-asset ratio.....	2.60%	2.47%	(0.13)
Cost-to-income ratio.....	50.2%	47.3%	(2.9)
Risk cost rate.....	0.14%	0.86%	0.72
Net loan/(deposit+retail bond) ratio (FX adjusted).....	78%	76%	(2)

OTP Group consolidated without Russia and Ukraine

	1H 2021	2021	1H 2022
	<i>(in HUF billion)</i>		
Main components of the Statement of recognised income			
Adjusted profit after tax for the year.....	211	420	300

	1H 2021	2021	1H 2022
		<i>(in HUF billion)</i>	
Adjusted before tax profit	246	493	10
Operating profit	256	543	335
Adjusted total income	526	1,111	644
Adjusted net interest income.....	343	731	420
Adjusted net profit from fees and commissions	134	285	164
Adjusted other net non-interest income.....	49	95	60
Adjusted operating expenses.....	(270)	(568)	(309)
Total risk costs.....	(10)	(50)	10
Adjusted corporate income tax.....	(35)	(73)	(45)
	1H 2021	2021	1H 2022
			<i>pps</i>
Indicators			
Adjusted ROE	18.7%	17.9%	23.2
Net interest margin.....	3.06%	3.09%	3.11
Cost-to-income ratio.....	51.4%	51.1%	48.0
Risk cost rate.....	0.05%	0.19%	(0.34)

1H 2022 consolidated adjusted profit after tax comprised HUF 250.8 billion (EUR 0.7 billion, up 2 per cent. year-on-year). Thus, the adjusted ROE for 1H 2022 stood at 17 per cent. (excluding the semi-annual results of the Russian and Ukrainian subsidiaries, the adjusted ROE for 1H 2022 would be 23.2 per cent.). Apart from some major negative one-offs (e.g. the windfall tax in Hungary and goodwill impairment in Russia), the 1H 2022 profit after tax was shaped mainly by risk cost developments and increased core banking revenues supported by dynamic business activity. OTP Group posted HUF 42.7 billion profit after tax in 1H 2022 (2Q 2022: HUF 76 billion). Both the quarterly and semi-annual earnings and balance sheet dynamics were distorted by significant cross currency moves: in 2Q 2022, the HUF weakened against all Group member countries' currencies quarter-on-quarter and year-on-year; the RUB experienced very high volatility (the 2Q 2022 closing rate of HUF weakened by around 80 per cent. quarter-on-quarter and year-on-year, but the almost 50 per cent. quarter-on-quarter depreciation of the average rate was also exceptional).

The total volume of 1H 2022 adjustment items represented a negative adjustment of HUF 208 billion, of which HUF 86 billion negative amount was recorded in 2Q 2022. Within the latter, the major items were as follows:

- 1) a negative adjustment of HUF 68 billion (after tax) when the windfall tax was announced by the Hungarian Government on 4 June 2022 (which will apply temporarily in 2022 and 2023). The amount due for 2022 was booked in 2Q 2022 in one sum;
- 2) a negative adjustment of HUF 10 billion (after tax) as a result of the extension until 31 December 2022 of the cap on the Hungarian variable rate mortgages. The rate cap was originally effective for the first six months of 2022 and its negative impact was booked in 4Q 2021 within OTP Core's risk costs;
- 3) a negative adjustment of HUF 3.4 billion effect of acquisitions (after tax). Most of this amount was related to the acquisition and integration processes in Slovenia, Serbia, Bulgaria and Croatia;
- 4) a negative adjustment of 2.5 billion (after tax) related to the liquidation of Sberbank Hungary. This item consists of two legs: firstly, in 2Q 2022, the Hungarian Group members were obliged to pay HUF 28.5 billion extraordinary contribution to the Fund. At the same time, this amount was offset by the expected recovery from the already completed sale of Sberbank's assets. Based on the available information, OTP Group expects 100 per cent. recovery on its extraordinary contribution into the Fund. However, due to the uncertainty about the timing of the realization

- of this recovery, this claim was booked at its expected net present value and therefore a 9.57 per cent. discount was applied; and
- 5) a negative adjustment of HUF 1.8 billion (after tax) related to the extension of the Hungarian payment moratorium until 31 December 2022.

Against the significant losses suffered by the Ukrainian and Russian operations in 1Q 2022 (HUF 34 billion and HUF 24 billion losses, respectively), in 2Q 2022 bottom line earnings turned into positive at both entities. The quarter-on-quarter improvement in both cases can be explained by substantially lower risk costs; besides, in Russia the deferred tax assets written off in 1Q 2022 were written back in 2Q 2022 and as a result of this reversal, the consolidated effective tax rate declined significantly (1Q 2022: 24.9 per cent., 2Q 2022: 7.6 per cent., 1H 2022: 14.6 per cent.).

In 1H 2022, the OTP Group realized HUF 398 billion operating income (up 29 per cent. year-on-year). Total income for 1H 2022 increased by 22 per cent. year-on-year; within that 1H 2022 net interest income increased by the same magnitude, whereas net fee and commission income grew slightly less by 19 per cent. year-on-year and other net non-interest income increased by 31 per cent.

The FX-adjusted semi-annual net interest income increased by 17 per cent. year-on-year mainly due to expanding performing loan volumes, as has been the case in previous periods. However, the higher interest rate environment also had a positive impact. The consolidated 1H 2022 net interest margin (3.50 per cent.) grew by 3 basis points year-on-year.

1H 2022 operating expenses grew by 15 per cent. year-on-year in HUF terms and by 11 per cent. on an FX-adjusted basis. As a result, the consolidated cost-to-income ratio declined to 47.3 per cent. (48 per cent. if the Russian and Ukrainian operations were to be excluded).

In 2Q 2022, OTP Group posted HUF 162.1 billion adjusted profit after tax, up 83 per cent. quarter-on-quarter. The adjusted ROE stood at 21.7 per cent.

In 2Q 2022, all OTP Group members achieved positive earnings, with the most remarkable quarter-on-quarter improvement being posted by the Russian, Ukrainian, Bulgarian and Moldovan subsidiaries. OTP Core suffered close to HUF 20 billion set back mainly due to quarter-on-quarter lower other net non-interest income, higher operating expenses and lower quarterly positive risk costs.

Similar to 1H 2022 dynamics, in 2Q 2022, both the P&L lines and balance sheet items were distorted by the significant weakening of HUF.

In 2Q 2022, OTP Group posted HUF 207.2 billion operating income (up 9 per cent. quarter-on-quarter in HUF terms, up 2 per cent. FX-adjusted). Total income grew by 9 per cent. quarter-on-quarter, within that the net interest income advanced by 11 per cent. (up 4 per cent. FX-adjusted) supported by quarter-on-quarter improving NIM and improved performing loan volumes. The consolidated NIM improved by 14 basis points quarter-on-quarter and reached 3.57 per cent. In 2Q 2022, the net interest margin grew quarter-on-quarter at OTP Core as well as in Serbia, Romania, Croatia, Montenegro, Moldova and Ukraine. In Hungary, the reference rate as well as the benchmark yields grew sharply, and there was a substantial rate increase in Ukraine, Romania, Moldova and Serbia. In Russia, on the contrary, 2Q 2022 witnessed significant rate cuts. The consolidated 2Q 2022 net fee and commission income increased by 12 per cent. in HUF (up 6 per cent. FX-adjusted) because of strengthening business activity and stronger transaction volumes. In countries with significant weight of tourism in their economies (Croatia, Montenegro, Albania), net fee and commission income advanced in a spectacular way both quarter-on-quarter and year-on-year. Other net non-interest income dropped by 11 per cent. quarter-on-quarter mainly due to the weaker OTP Core.

2Q 2022 operating expenses in HUF terms grew by 10 per cent. (up 3 per cent. FX-adjusted). Apart from Ukraine, Slovenia and Romania, all other subsidiaries across the OTP Group witnessed quarter-on-quarter increase. Within the three major expense items, personal costs grew by 8 per cent. quarter-on-quarter, amortization by 15 per cent. and administrative expenses by 10 per cent.

The consolidated 2Q 2022 cost-to-income ratio improved by 1.9 per cent. year-on-year and stood at 47.4 per cent..

The FX-adjusted consolidated performing (Stage 1+2) loan volumes increased by 3 per cent. quarter-on-quarter, following a 2 per cent. increase in 1Q 2022. As a result, the organic loan volume growth was close to 6 per cent. (HUF 994 billion) in the first six months. Without the Ukrainian and Russian volumes,

the consolidated loan portfolio advanced by 8 per cent. in the first half-year. The loan volumes grew by 15 per cent. year-on-year.

Due to the Russian-Ukrainian conflict, the loan portfolio kept further eroding in those two countries: in the first half of 2022, there was a 18 per cent. and 6 per cent. decline (down 11 per cent. and 10 per cent. quarter-on-quarter), respectively.

The fastest quarter-on-quarter performing loan growth was posted at OTP Core (up 6 per cent. quarter-on-quarter), but the Romanian, Slovenian, Serbian, Bulgarian and Croatian portfolio also showed meaningful increases.

As for the major segments, the performing mortgage and consumer volumes increased by 3 per cent. and 1 per cent. quarter-on-quarter, whereas large corporate volumes expanded by 4 per cent. SME loans demonstrated the fastest quarterly expansion at 7 per cent. quarter-on-quarter.

While the performing consumer loan volumes declined in 1Q 2022 at OTP Core, 2Q 2022 witnessed a bounce-back with the book increasing by 5 per cent. quarter-on-quarter; the SME and corporate portfolio grew even faster (up 9 per cent. quarter-on-quarter in each case).

The FX-adjusted deposits grew by 2 per cent. quarter-on-quarter and as a result, the 1H 2022 volumes expanded by 5 per cent. (up HUF 1,201 billion). Deposit volumes in both Russia and Ukraine grew by 3 per cent. quarter-on-quarter and as a result, the deposit book in those two countries increased by 5 per cent. and 15 per cent. in 1H 2022, respectively.

The consolidated net loan-to-deposit ratio grew by 1 percentage point quarter-on-quarter, to 76 per cent.

The Stage 3 ratio under IFRS 9 was 5.3 per cent. at the end of 1Q 2022, underpinning a marginal quarter-on-quarter increase. Apart from Russia and Ukraine, there was a quarter-on-quarter decrease in the Stage 3 ratio in all other Group members. The consolidated Stage 2 ratio stood at 11.7 per cent. at the end of 2Q 2022. The own coverage of Stage 3 exposures was 65.4 per cent.

At the end of 2Q 2022, it was only Hungary with significant volumes participating in the payment moratorium, but even there the participation rate was minimal: at OTP Core 3.7 per cent. of gross loan volumes were under the moratorium, whereas at Merkantil Group the rate was 1.4 per cent. The Hungarian Government extended the effect of the moratorium until 31 December 2022 (the application deadline expired on 31 July 2022).

In 1H 2022, the total volume of credit risk costs decreased the profit by HUF 74 billion (by HUF 16 billion in 2Q 2022), whereas without the Russian and Ukrainian operations, the semi-annual figure would increase the profit by HUF 27 billion. As a result, the 1H 2022 credit risk cost rate stood at 0.86 per cent. (2Q 2022: 0.36 per cent.).

In 2Q 2022, other risk costs grew by HUF 1 billion quarter-on-quarter mainly due impairments made for government securities at OTP Core.

The following tables show additional financial information by main segments of the OTP Group, for the periods ended 30 June 2021 and 30 June 2022, respectively:

OTP Core

	1H 2021	1H 2022	Change
	<i>(in HUF million)</i>		%
Main components of the Statement of recognised income			
Adjusted profit after tax for the year	107,768	168,887	57
Adjusted total income	254,416	331,662	30
Adjusted net interest income	168,569	215,382	28
Adjusted net profit from fees and commissions	71,245	85,983	21
Adjusted other net non-interest income	14,603	30,298	107
Adjusted other administrative expenses	(133,361)	(157,458)	18
Total risk costs	7,611	18,745	146

	1H 2021	1H 2022	Change
	<i>(in HUF million)</i>		<i>%</i>
Main components of balance sheet closing balances			
Total Assets	12,637,289	15,780,401	25
Net customer loans (FX-adjusted)	4,904,052	5,736,304	17
	1H 2021	1H 2022	Change
	<i>(in HUF million)</i>		<i>pps</i>
Indicators			
ROE.....	11.9%	16.9%	5.0
Stage 3 loans under IFRS 9/gross customer loans.....	3.5%	4.5%	1.0
Own coverage of Stage 3 loans under IFRS 9.....	54.3%	46.8%	(7.5)

OTP Fund Management (Hungary)

	1H 2021	1H 2022	Change
	<i>(in HUF million)</i>		<i>%</i>
Main components of the Statement of recognised income			
Adjusted profit after tax for the year	1,863	2,436	31
Adjusted total income	3,494	4,295	23
Adjusted net interest income	0	0	88
Adjusted net profit from fees and commissions	3,446	4,258	24
Adjusted other net non-interest income.....	48	37	(23)
Adjusted other administrative expenses	(1,424)	(1,446)	2
Total risk costs	0	(68)	
Asset under management			
Assets under management, total (w/o duplicates) ⁽¹⁾	1,238	1,256	1

Note:

- (1) The cumulative net asset value of investment funds and managed assets of OTP Fund Management, eliminating the volume of own investment funds (duplications) being managed in other investment funds and managed assets of OTP Fund Management.

Merkantil Group (Hungary)

	1H 2021	1H 2022	Change
	<i>(in HUF million)</i>		<i>%</i>
Main components of the Statement of recognised income			
Adjusted profit after tax for the year.....	4,751	5,810	22
Adjusted total income	11,186	11,093	(1)
Adjusted net interest income	9,928	9,821	(1)
Adjusted net profit from fees and commissions.....	37	409	
Adjusted other net non-interest income.....	1,221	863	(29)
Adjusted other administrative expenses	(5,490)	(5,097)	(7)
Total risk costs	(347)	622	(279)
	1H 2021	1H 2022	Change
	<i>(in HUF million)</i>		<i>pps</i>
Indicators			
Stage 3 loans under IFRS 9/gross customer loans.....	2.5%	3.1%	0.6
Own coverage of Stage 3 loans under IFRS 9.....	71.6%	45.9%	(25.7)
ROE.....	17.8%	20.4%	2.6

DSK Group (Bulgaria)

	1H 2021	1H 2022	Change
	<i>(in HUF million)</i>		%
Main components of the Statement of recognised income			
Adjusted profit after tax for the year.....	41,975	49,585	18
Adjusted total income	86,315	101,295	17
Adjusted net interest income.....	55,070	62,450	13
Adjusted net profit from fees and commissions	25,711	32,491	26
Adjusted other net non-interest income.....	5,534	6,353	15
Adjusted other administrative expenses	(34,711)	(40,933)	18
Total risk costs	(5,291)	(5,395)	2
	1H 2021	1H 2022	Change
			<i>pps</i>
Indicators			
Stage 3 loans under IFRS 9/gross customer loans.....	7.2%	5.5%	(1.7)
Own coverage of Stage 3 loans under IFRS 9.....	67.4%	69.0%	1.6
ROE.....	13.5%	14.7%	1.2

OBH (Croatia)

	1H 2021	1H 2022	Change
	<i>(in HUF million)</i>		%
Main components of the Statement of recognised income			
Adjusted profit after tax for the year.....	14,297	22,889	60
Adjusted total income	43,081	46,670	8
Adjusted net interest income	29,806	32,405	9
Adjusted net profit from fees and commissions.....	8,326	10,792	30
Adjusted other net non-interest income	4,949	3,474	(30)
Adjusted other administrative expenses	(22,205)	(24,251)	9
Total risk costs	(3,623)	5,489	
	1H 2021	1H 2022	Change
			<i>pps</i>
Indicators			
Stage 3 loans under IFRS 9/gross customer loans.....	9.3%	6.7%	(2.6)
Own coverage of Stage 3 loans under IFRS 9.....	57.4%	64.9%	7.5
ROE.....	8.8%	13.1%	4.3

OTP Bank Serbia

	1H 2021	1H 2022	Change
	<i>(in HUF million)</i>		%
Main components of the Statement of recognised income			
Adjusted profit after tax for the year.....	14,759	21,780	48
Adjusted total income	40,903	45,616	12
Adjusted net interest income	31,026	33,318	7
Adjusted net profit from fees and commissions.....	6,844	8,080	18
Adjusted other net non-interest income	3,033	4,219	39
Adjusted other administrative expenses	(20,802)	(21,918)	5

	1H 2021	1H 2022	Change
Total risk costs	(3,396)	1,301	
	1H 2021	1H 2022	Change
			<i>pps</i>
Indicators			
Stage 3 loans under IFRS 9/gross customer loans.....	3.1%	2.8%	(0.3)
Own coverage of Stage 3 loans under IFRS 9.....	49.6%	55.7%	6.1
ROE.....	10.9%	13.9%	3.0

SKB Group (Slovenia)

	1H 2021	1H 2022	Change
	<i>(in HUF million)</i>		<i>%</i>
Main components of the Statement of recognised income			
Adjusted profit after tax for the year.....	7,497	9,683	29
Adjusted total income	20,641	23,274	13
Adjusted net interest income	13,755	14,405	5
Adjusted net profit from fees and commissions.....	6,184	7,893	28
Adjusted other net non-interest income.....	702	976	39
Adjusted other administrative expenses	(11,879)	(13,457)	13
Total risk costs	410	2,140	422
	1H 2021	1H 2022	Change
			<i>pps</i>
Indicators			
Stage 3 loans under IFRS 9/gross customer loans.....	1.3%	1.1%	(0.2)
Own coverage of Stage 3 loans under IFRS 9.....	49.2%	62.9%	13.7
ROE.....	9.2%	10.9%	1.7

OTP Bank Romania

	1H 2021	1H 2022	Change
	<i>(in HUF million)</i>		<i>%</i>
Main components of the Statement of recognised income			
Adjusted profit after tax for the year.....	1,776	(992)	
Adjusted total income	22,297	28,310	27
Adjusted net interest income	16,957	23,817	40
Adjusted net profit from fees and commissions	2,068	2,336	13
Adjusted other net non-interest income.....	3,273	2,158	(34)
Adjusted other administrative expenses	(19,198)	(21,757)	13
Total risk costs	(730)	(6,991)	858
	1H 2021	1H 2022	Change
			<i>pps</i>
Indicators			
Stage 3 loans under IFRS 9/gross customer loans.....	6.0%	5.0%	(1.0)
Own coverage of Stage 3 loans under IFRS 9.....	57.8%	59.5%	1.7
ROE.....	2.7%	(1.2%)	(3.9)

OTP Bank Ukraine

	1H 2021	1H 2022	Change
	<i>HUF million</i>		<i>%</i>
Main components of the Statement of recognised income			
Adjusted profit after tax for the year	17,726	(34,254)	
Adjusted total income	36,307	51,055	41
Adjusted net interest income.....	27,178	40,247	48
Adjusted net profit from fees and commissions	6,723	5,314	(21)
Adjusted other net non-interest income	2,406	5,494	128
Adjusted other administrative expenses	(12,765)	(14,696)	15
Total risk costs	(2,356)	(70,928)	
	1H 2021	1H 2022	Change
	<i>HUF million</i>		<i>pps</i>
Indicators			
Stage 3 loans under IFRS 9/gross customer loans.....	8.4%	9.6%	1.2
Own coverage of Stage 3 loans under IFRS 9.....	69.7%	76.3%	6.6
ROE.....	28.2%	(51.4%)	(79.6)

OTP Bank Russia

	1H 2021	1H 2022	Change
	<i>HUF million</i>		<i>%</i>
Main components of the Statement of recognised income			
Adjusted profit after tax for the year	17,410	(14,751)	
Adjusted total income	55,642	59,980	8
Adjusted net interest income	43,455	45,650	5
Adjusted net profit from fees and commissions	11,861	12,317	4
Adjusted other net non-interest income	326	2,013	517
Adjusted other administrative expenses	(27,333)	(33,041)	21
Total risk costs	(6,208)	(44,153)	611
	1H 2021	1H 2022	Change
	<i>HUF million</i>		<i>pps</i>
Indicators			
Stage 3 loans under IFRS 9/gross customer loans.....	13.5%	15.0%	1.5
Own coverage of Stage 3 loans under IFRS 9.....	94.2%	95.8%	1.6
ROE.....	18.3%	(12.5%)	(30.8)

CKB Group (Montenegro)

	1H 2021	1H 2022	Change
	<i>HUF million</i>		<i>%</i>
Main components of the Statement of recognised income			
Adjusted profit after tax for the year	3,117	292	(91)
Adjusted total income	10,687	12,385	16
Adjusted net interest income	8,187	9,189	12
Adjusted net profit from fees and commissions.....	2,171	2,954	36
Adjusted other net non-interest income	329	241	(27)
Adjusted other administrative expenses	(5,919)	(6,454)	9
Total risk costs	(1,375)	(5,117)	272

	1H 2021	1H 2022	Change
			<i>pps</i>
Indicators			
Stage 3 loans under IFRS 9/gross customer loans.....	7.3%	6.2%	(1.1)
Own coverage of Stage 3 loans under IFRS 9.....	62.9%	69.5%	6.6
ROE.....	8.2%	0.7%	(7.5)

OTP Bank Albania

	1H 2021	1H 2022	Change
	<i>HUF million</i>		<i>%</i>
Main components of the Statement of recognised income			
Adjusted profit after tax for the year.....	2,369	4,745	100
Adjusted total income	6,185	7,781	26
Adjusted net interest income	4,968	6,249	26
Adjusted net profit from fees and commissions.....	881	998	13
Adjusted other net non-interest income	336	533	58
Adjusted other administrative expenses	(2,963)	(3,514)	19
Total risk costs	(440)	1,352	
	1H 2021	1H 2022	Change
			<i>pps</i>
Indicators			
Stage 3 loans under IFRS 9/gross customer loans.....	3.2%	3.1%	(0.1)
Own coverage of Stage 3 loans under IFRS 9.....	58.6%	70.1%	11.5
ROE.....	16.1%	26.3%	10.2

OTP Bank Moldova

	1H 2021	1H 2022	Change
	<i>HUF million</i>		<i>%</i>
Main components of the Statement of recognised income			
Adjusted profit after tax for the year.....	3,052	2,215	(27)
Adjusted total income	6,969	10,549	51
Adjusted net interest income.....	4,439	7,007	58
Adjusted net profit from fees and commissions.....	1,099	1,251	14
Adjusted other net non-interest income	1,430	2,290	60
Adjusted other administrative expenses	(3,543)	(4,375)	23
Total risk costs	(54)	(3,698)	
	1H 2021	1H 2022	Change
			<i>pps</i>
Indicators			
Stage 3 loans under IFRS 9/gross customer loans.....	2.5%	1.8%	(0.7)
Own coverage of Stage 3 loans under IFRS 9.....	54.1%	58.0%	3.9
ROE.....	16.4%	10.2%	(6.2)

(cc) ”,
the following shall be added as a new sub-section immediately prior to the sub-section entitled “*Capital management*” on page 187 of the Base Prospectus:

“*Alternative Performance Measures for 1H 2022*”

Adjusted profit after tax

Definition: Profit after tax as per the financial statements modified by adjustments determined by management.

Explanation: Provides additional information on profits for the period on an adjusted basis, in order to enable better comparability of profits of prior periods.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Profit after tax for the year.....	215,148	42,652
(-) Adjustments (total, after corporate income tax)	(31,138)	(208,100)
Dividends and net cash transfers (after tax)	514	190
Goodwill/investment impairment charges (after tax).....	(718)	(56,279)
Special tax on financial institutions and one-timer payment compensating the underperformance of the financial transaction tax (after corporate income tax).....	(18,877)	(88,102)
Expected one-off negative effect of the debt repayment moratorium in Hungary and Serbia (after corporate income tax)	(5,587)	(1,790)
Expected one-off effect of the extension of the interest rate cap for certain retail loans in Hungary (after tax)	0	(10,141)
Effect of the winding up of Sberbank Hungary (after tax)	0	(2,508)
Effect of acquisitions (after tax)	(4,191)	(5,906)
Result of the treasury share swap agreement (after tax).....	(2,280)	(8,526)
Impairments on Russian government bonds at OTP Core and DSK Bank booked in 1Q 2022 (after tax)	0	(35,039)
Adjusted profit after tax for the year.....	246,286	250,752

Adjusted net interest income

Definition: Net interest income before loss allowance on loans and placements as per the financial statements modified by adjustments determined by management.

Explanation: Provides additional information on net interest income for the period on an adjusted basis, in order to enable better comparability of net interest income of prior periods.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Net interest income.....	412,509	505,274
(+) Presentation of the revaluation result of intra-group swaps on the net interest income line realised at the Romanian and Slovakian operations	335	1,384
(-) Netting of interest revenues on DPD90+ loans with the related provision (booked on the Provision for loan losses line) at OTP Core and CKB.....	925	2,884
(-) Effect of acquisitions on net interest income	(1,065)	(1,460)
(-) Reclassification due to the introduction of IFRS16.....	(776)	(963)
(+) Presentation of the contribution from discontinued operation on the adjusted P&L lines.....	40	0
Adjusted net interest income.....	413,799	506,196

Adjusted net profit from fees and commissions

Definition: Net profit from fees and commissions as per the financial statements modified by adjustments determined by management.

Explanation: Provides additional information on net profit from fees and commissions for the period on an adjusted basis, in order to enable better comparability of net profit from fees and commissions of prior periods.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Net profit from fees and commissions	205,581	265,451
(+) Payment transaction duty	(32,776)	(40,619)
(-) Effect of acquisitions net profit from fees and commissions.....	(70)	(1)
(+) Presentation of the contribution from discontinued operation on the adjusted P&L lines.....	0	0
(-) Structural shift of income from currency exchange from net fees to the FX result.....	20,655	43,317
Adjusted net profit from fees and commissions	152,219	181,517

Adjusted other net non-interest income

Definition: Sum of foreign exchange gains (net), gain/loss on securities (net), and other non-interest income (net) as per the financial statements modified by adjustments determined by management.

Explanation: Provides additional information on other non-interest income of the period on an adjusted basis, in order to enable better comparability of other non-interest income of prior periods.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Foreign exchange result.....	(1,436)	951
(-) Presentation of the revaluation result of intra-group swaps on the net interest income line realised at the Romanian and Slovakian operations	1,039	(539)
(-) Effect of acquisitions	0	(2)
(+) Presentation of the contribution from discontinued operation on the adjusted P&L lines.....	(13)	0
(+) Structural shift of income from currency exchange from net fees to the FX result.....	20,655	43,317
Gain/loss on securities, net	1,573	(7,860)
(-) Effect of acquisitions	(221)	(556)
(+) Presentation of the contribution from discontinued operation on the adjusted P&L lines.....	13	0
(-) Revaluation result of the treasury share swap agreement.....	(2,505)	(9,369)
(+) Structural adjustment due to the Gain from derecognition of financial assets at amortized cost line (against Gain/loss on securities, net)	1,007	41
(+) Shifting of the Gains and losses on non-trading securities mandatorily at fair value through profit or loss line from the Net other non-interest income to the Gains or losses from securities line	4,365	(829)
Gains and losses on real estate transactions.....	4,611	1,592
Result of discontinued operation and gains from disposal of subsidiaries classified as held for sale	239	986
(+) Other non-interest income.....	33,295	43,473
(+) Gains and losses on derivative instruments.....	1,639	(1,070)
(+) Net insurance result	286	605
(+) Losses on loans measured mandatorily at fair value through other comprehensive income and on securities at amortised cost	1,191	4,956

	OTP Group	
	1H 2021	1H 2022
(-) Shifting of the <i>Gains and losses on non-trading securities mandatorily at fair value through profit or loss line</i> from the <i>Net other non-interest income to the Gains or losses from securities line</i>	4,365	(829)
(-) Received cash transfers.....	51	78
(+) Other non-interest expenses	(20,877)	(28,660)
(+) Change in shareholders' equity of companies consolidated with equity method, and the change in the net asset value of the private equity funds managed by PortfoLion	6,060	1,003
(-) Effect of acquisitions	0	0
(-) Presentation of the revaluation result of intra-group swaps on the net interest income line realised at the Romanian and Slovakian operations	(704)	1,923
(-) One-off impact of the CHF mortgage loan conversion programme and regulatory changes related to mortgage loans in Romania	(552)	(408)
(-) Netting of refunds related to legal cases (accounted for on the Net other non-interest result line) with the release of provisions created earlier for these cases (accounted for on the Other provisions line) from 1Q 2017 at OTP Bank Romania	(118)	(141)
(+) Presentation of the contribution from discontinued operation on the adjusted P&L lines.....	334	0
(+) Shifting of the costs of mediated services at Merkantil Bérlet Ltd. to the net other non-interest result line	0	(923)
Adjusted other net non-interest income without one-offs	51,587	67,426

Adjusted total income

Definition: Sum of adjusted net interest income, adjusted net profit from fees and commissions and adjusted other net non-interest income without one-offs.

Explanation: Provides additional information of total income on an adjusted basis, in order to enable better comparability of total income of prior periods.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Adjusted net interest income.....	413,799	506,196
Adjusted net profit from fees and commissions	152,219	181,517
Adjusted other net non-interest income without one-offs	51,587	67,426
Adjusted total income	617,605	755,139

Adjusted operating expenses

Definition: Other administrative expenses as per the financial statements modified by adjustments determined by management.

Explanation: Provides additional information of other administrative expenses on an adjusted basis, in order to enable better comparability of other administrative expenses of prior periods.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Depreciation	(46,705)	(118,186)
(-) Goodwill impairment charges	0	(67,715)
(-) Effect of acquisitions	(3,127)	(2,480)

	OTP Group	
	1H 2021	1H 2022
(-) Reclassification due to the introduction of IFRS16.....	(7,901)	(8,575)
(+) Presentation of the contribution from discontinued operation on the adjusted P&L lines.....	(16)	0
Personnel expenses	(159,559)	(174,752)
(-) Effect of acquisitions	(134)	(451)
(+) Presentation of the contribution from discontinued operation on the adjusted P&L lines.....	(255)	0
Other administrative expenses	(157,581)	(262,826)
(+) Other costs and expenses	(2,825)	(5,950)
(+) Other non-interest expenses	(25,943)	(37,708)
(-) Paid cash transfers	(5,066)	(9,048)
(+) Film subsidies and cash transfers to public benefit organisations	(5,061)	(8,907)
(-) Other non-interest expenses.....	(20,877)	(28,660)
(-) Special tax on financial institutions (recognised as other administrative expenses)	(20,662)	(96,716)
(-) Tax deductible transfers (offset against corporate taxes)	(2,327)	(1,862)
(-) Financial Transaction Tax.....	(32,776)	(40,619)
(-) Effect of acquisitions	(3,731)	(1,459)
(+) Reclassification due to the introduction of IFRS16.....	(8,677)	(9,539)
(+) Presentation of the contribution from discontinued operation on the adjusted P&L lines.....	(89)	0
(-) Expected one-off negative effect of the debt repayment moratorium in Hungary and Serbia	0	(3)
(-) Shifting of the costs of mediated services at Merkantil Bérlet Ltd. to the net other non-interest result line	0	(923)
(+) Shifting of certain expenses arising from mediated services from other provisions to the other non-interest expenses line.....	0	(360)
(-) Effect of the winding up of Sberbank Hungary (contribution to the Deposit Protection Fund)	0	(2,756)
Adjusted operating expenses	(310,110)	(356,961)

Adjusted provision for impairment on loan and placement losses

Definition: Loss allowance on loans and placements as per the financial statements modified by adjustments determined by management.

Explanation: Provides additional information of loss allowance on loans and placements on an adjusted basis, in order to enable better comparability of loss allowance on loans and placements of prior periods.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Provision for impairment on loan and placement losses	(1,585)	(88,588)
(+) Modification gains or losses	(389)	(13,074)
(+) Change in the fair value attributable to changes in the credit risk of loans mandatorily measured at fair value through profit of loss	(7,532)	14,987
(+) Loss allowance on securities at fair value through other comprehensive income and on securities at amortized cost	(5,154)	(49,211)
(+) Provision for commitments and guarantees given	(1,449)	(5,934)
(+) Impairment of assets subject to operating lease and of investment properties	341	66
(-) One-off impact of the CHF mortgage loan conversion programme and regulatory changes related to mortgage loans in Romania	206	151

	OTP Group	
	1H 2021	1H 2022
(+) Netting of interest revenues on DPD90+ loans with the related provision (booked on the Provision for loan losses line) at OTP Core and CKB	925	2,884
(-) Structural correction between Provision for loan losses and Other provisions	(4,813)	(49,144)
(+) Presentation of the contribution from discontinued operation on the adjusted P&L lines.....	0	0
(-) Expected one-off negative effect of the debt repayment moratorium in Hungary and Serbia	(347)	(516)
(+) Structural adjustment due to the Gain from derecognition of financial assets at amortized cost line (against Provision for impairment on loan losses)	(454)	1,938
(-) Shifting of provision for impairment on placement losses to the other provisions line from 1Q 2022	0	(2,054)
(-) Expected one-off effect of the extension of the interest rate cap for certain retail loans in Hungary.....	0	(11,144)
Adjusted provision for impairment on loan and placement losses	(10,345)	(74,224)

Return On Equity (“ROE”)

Definition: Profit after tax for the given period (annualised for periods less than one year) divided by average total equity.

Explanation: Provides additional information on financial performance and profitability of the bank, compared to its average total equity.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Profit after tax for the year.....	215,148	42,652
Average total equity.....	2,599,856	2,979,901
ROE.....	16.7%	2.9%

Adjusted ROE

Definition: Adjusted profit after tax for the given period (annualised for periods less than one year) divided by average total equity.

Explanation: Provides additional information on financial performance and profitability of the OTP Group, compared to its average total equity.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Adjusted profit after tax for the year.....	246,286	250,752
Average total equity.....	2,599,856	2,979,901
Adjusted ROE.....	19.1%	17.0%

Adjusted Return On Assets

Definition: Adjusted profit after tax for the given period (annualised for periods less than one year) divided by average total assets.

Explanation: Provides additional information on financial performance and profitability of the OTP Group, compared to its average total assets.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Adjusted profit after tax for the year	246,286	250,752
Average total assets	24,033,648	29,165,613
Adjusted ROA	2.07%	1.73%

Total revenue margin

Definition: Adjusted total income for the given period (annualised for periods less than one year) divided by average total assets.

Explanation: Provides additional information on net revenue generation of assets and liabilities of the OTP Group.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Adjusted total income	617,605	755,139
Average total assets	24,033,648	29,165,613
Total revenue margin	5.18%	5.22%

Net interest margin

Definition: Adjusted net interest income for the given period (annualised for periods less than one year) divided by average total assets.

Explanation: Provides additional information on net interest generation of assets and liabilities of the OTP Group.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Adjusted net interest income	413,799	506,196
Average total assets	24,033,648	29,165,613
Net interest margin	3.47%	3.50%

Net fee and commission margin

Definition: Adjusted net fee and commission income for the given period (annualised for periods less than one year) divided by average total assets.

Explanation: Provides additional information on net fee and commission generation of assets and liabilities of the OTP Group.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Adjusted net profit from fees and commissions	152,219	181,517
Average total assets	24,033,648	29,165,613
Net fee and commission margin	1.28%	1.26%

Other income margin

Definition: Adjusted other net non-interest income for the given period (annualised for periods less than one year) divided by average total assets.

Explanation: Provides additional information on non-interest income generation of assets and liabilities of the OTP Group.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Adjusted other net non-interest income without one-offs	51,587	67,426
Average total assets	24,033,648	29,165,613
Other income margin	0.43%	0.47%

Cost-to-asset ratio

Definition: Adjusted operating expenses for the given period (annualised for periods less than one year) divided by average total assets.

Explanation: Provides additional information on operating efficiency of the OTP Group.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Adjusted operating expenses	(310,110)	(356,961)
Average total assets	24,033,648	29,165,613
Cost-to-asset ratio	2.60%	2.47%

Cost-to-income ratio

Definition: Adjusted operating expenses divided by Adjusted total income.

Explanation: Provides additional information on operating efficiency of the OTP Group.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Adjusted operating expenses	(310,110)	(356,961)
Adjusted total income	617,605	755,139
Cost-to-income ratio	50.2%	47.3%

Risk cost rate

Definition: Absolute value of adjusted provision for impairment on loan and placement losses for the given period (annualised for periods less than one year) divided by average gross loans.

Explanation: Provides additional information on level of loss allowances compared to the size of the portfolio.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Adjusted provision for impairment on loan and placement losses	(10,345)	(74,224)
Average gross loans.....	14,509,028	17,323,237
Risk cost rate	0.14%	0.86%

Stage 3 ratio

Definition: Stage 3 loans gross amount under IFRS 9 divided by total gross loans less accrued interest receivables related to Stage 3 loans.

Explanation: Provides additional information on the loan portfolio quality.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Stage 3 loans gross amount.....	804,913	1,008,866
Gross customer loans.....	14,944,035	19,031,165
(-) Accrued interest receivables related to Stage 3 loans.....	39,294	42,983
Gross customer loans (adjusted)	14,904,741	18,988,181
Stage 3 ratio.....	5.4%	5.3%

Own coverage of Stage 3 loans

Definition: Loss allowance on Stage 3 loans divided by Stage 3 loans gross amount.

Explanation: Provides additional information on the loan portfolio and its provisioning.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Loss allowance on Stage 3 loans.....	(509,537)	(659,844)
Stage 3 loans gross amount.....	804,913	1,008,866
Own coverage of Stage 3 loans.....	63.3%	65.4%

DPD90+ ratio

Definition: Gross amount of loans overdue more than 90 days divided by total gross amount of loans less accrued interest receivables related to DPD90+ loans.

Explanation: Provides additional information on the loan portfolio.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Gross amount of loans overdue more than 90 days.....	533,121	662,967
Gross customer loans.....	14,944,035	19,031,165
(-) Accrued interest receivables related to DPD90+ loans	39,294	42,983
Gross customer loans (adjusted)	14,904,741	18,988,181
DPD90+ ratio	3.6%	3.5%

DPD90+ coverage

Definition: Total amount of allowances for loan losses as per the financial statements less allocated provision on accrued interest receivables related to DPD90+ loans divided by the gross amount of loans overdue more than 90 days.

Explanation: Provides additional information on the loan portfolio and its provisioning.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Allowances for loan losses	(878,095)	(1,145,091)
(-) Allocated provision on accrued interest receivables related to DPD90+ loans.....	(39,294)	(42,983)
Allowances for loan losses (adjusted).....	(838,801)	(1,102,107)
Gross amount of loans overdue more than 90 days.....	533,121	662,967
DPD90+ coverage	157.3%	166.2%

Net loan-to-deposit ratio

Definition: Gross customer loans less allowance for loan losses divided by total customer deposits without accrued interest liabilities on deposits from customers.

Explanation: Provides additional information on the proportion of loans and deposits.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Gross customer loans.....	14,944,035	19,031,165
(-) Accrued interest receivables related to DPD90+ / Stage 3 loans.....	39,294	42,983
(+) Allowances for loan losses (incl. impairment of finance lease receivables)	(878,095)	(1,145,091)
(-) Allocated provision on accrued interest receivables related to DPD90+ / Stage 3 loans	(39,294)	(42,983)
Net customer loans (adjusted)	14,065,940	17,886,074
Gross customer loans.....	18,258,677	23,552,123
Net loan-to-deposit ratio.....	77%	76%

Net loans to deposits including retail bonds ratio

Definition: Gross customer loans less allowance for loan losses divided by the sum of total customer deposits without accrued interest liabilities on deposits from customers and retail bonds.

Explanation: Provides additional information on the proportion of loans and deposits.

Reconciliation table:

	OTP Group	
	1H 2021	1H 2022
Net customer loans (adjusted)	14,065,940	17,886,074
Deposits from customers (adjusted)	18,258,677	23,552,123
Retail bonds.....	0	0
Net loans to deposit including retail bonds ratio.....	77%	76%

”

- (dd) the following shall be included at the end of the section entitled *Regulatory capital and capital ratios*” starting on page 188 of the Base Prospectus:

“The composition of consolidated regulatory capital and the capital ratios of the Issuer according to Basel III regulation implementation, based on IFRS financials and accounting scope of consolidation, are as follows:

Calculation on IFRS basis	2Q 2022
Capital adequacy ratio (%).....	17.9%
Tier 1 ratio (%)	16.4%
Common Equity Tier 1 ratio (%)	16.4%
Own funds (in HUF billion).....	3,515
Tier 1 capital (in HUF billion)	3,227
Common Equity Tier 1 capital (in HUF billion)	3,227
Additional Tier 1 capital (in HUF billion)	0
Tier 2 (in HUF billion).....	288
Consolidated Risk Weighted Assets (in HUF billion).....	19,629
Consolidated Risk Weighted Assets/Total Assets	64%

In 2Q 2022, the CET1 ratio based on IFRS financials and accounting scope of consolidation increased by 0.2 percentage points quarter-on-quarter. The quarterly increase in the ratio is a combined effect of the HUF 415 billion increase in CET1 capital (numerator) and the HUF 2,305 billion increase of RWA (denominator). The main items contributing to the CET1 capital increase were the HUF 313 billion positive impact arising from FX rate changes (revaluation of the subsidiaries’ equity within the revaluation reserves line); HUF 139 billion positive impact from the quarterly eligible profit; HUF 68 billion negative effect due to the Hungarian windfall tax for the year 2022; HUF 70 billion positive impact due to the IFRS 9 transitional adjustments; HUF 22 billion negative effect of changes in the fair value of available-for-sale financial instruments and HUF 7 billion negative impact due to deductions in capital as deferred tax increased. The main items contributing to the quarterly RWA increase: HUF 1,406 billion positive effect due to changes in FX rates; HUF 784 billion positive effect of organic growth and other effect within credit risk RWA and HUF 115 billion due to increase in non-credit risk RWA.”;

- (ee) the following shall be included at the end of third paragraph starting with “*The capital requirement for year-end 2022 also includes.....*” in the sub-section entitled “*Capital requirements*” on page 190 of the Base Prospectus:

“In the course of 2023, the consolidated institution specific CCyB requirements are expected to increase further, as in Bulgaria the local relevant buffer requirement effective from 1 January 2023 is expected to be increased to 1.5 per cent., in Croatia from 31 March to 0.5 per cent. and in Hungary from 1 July 2023 to 0.5 per cent. With all these changes taking effect, on consolidated level the CCyB is expected to be 0.49 per cent. as at 31 December 2023.”;

- (ff) the following shall be included immediately after the table headed “*The following table sets out the main risk indicators of the OTP Group*” in the sub-section entitled “*Credit risk classification*” on page 195 of the Base Prospectus:

“**The following table sets out the main risk indicators of the OTP Group:**

	2Q 2022
Risk cost rate (Provision for impairment on loan and placement losses (adjusted)/Average gross customer loans)	0.36%
90+ DPD loan volume (in HUF billion)	663
90+ DPD loans/Gross customer loans.....	3.5%
Total provision/90+ DPD loans	166.2%
	2Q 2022
Consolidated Stage 1 loans under IFRS 9/gross customer loans (%).....	83.0%
Consolidated Stage 2 loans under IFRS 9/gross customer loans (%).....	11.7%
Own coverage of consolidated Stage 1 + Stage 2 loans under IFRS 9 (%)	2.4%

	2Q 2022
Consolidated Stage 1 loans under IFRS 9/gross customer loans (%).....	83.0%
Own coverage of consolidated Stage 1 + Stage 2 loans without OBRu and OBU under IFRS 9 (%).....	1.7%
Consolidated Stage 3 loans under IFRS 9/gross customer loans (%).....	5.3%
Own coverage of consolidated Stage 3 loans under IFRS 9 (%).....	65.4%
Own coverage of consolidated Stage 3 loans without OBRu and OBU under IFRS 9 (%).....	58.3%

- ”,
 (gg) the table headed “*The following table sets out the key liquidity risk indicators and their limits as of the end of 2017, 2018, 2019, 2020, 2021 and 1Q 2022*” in the sub-section entitled “*Liquidity position*” on page 196 of the Base Prospectus shall be deleted and replaced with the following:

“The following table sets out the key liquidity risk indicators and their limits as of the end of 2017, 2018, 2019, 2020, 2021 and 2Q 2022:

	Requirement	2017	2018	2019	2020	2021	1Q 2022	2Q 2022
Net stable funding ratio	at least 100%	145%	144%	125%	139%	139%	131%	128%
Liquidity coverage ratio.....	at least 100%	208%	207%	169%	214%	180%	224%	170%
Net loan to deposit ratio.....	—	68%	72%	79%	76%	75%	74%	76%

- (hh) the seventh paragraph starting with “*To the best of the knowledge of the Issuer’s management*” in the sub-section entitled “*Macroeconomic environment in Hungary*” on page 215 of the Base Prospectus shall be deleted and replaced with the following:

“To the best of the knowledge of the Issuer’s management, the net loan to deposit ratio in the Hungarian credit institution system was 168 per cent. as at 1Q 2009 and 87 per cent. at 1Q 2022.”;

- (ii) the first paragraph starting with “*The Issuer’s management believe that by the end of 1Q 2022.....*” in the sub-section entitled “*Competitive environment in Hungary*” on pages 215 of the Base Prospectus shall be deleted and replaced with the following:

“The Issuer’s management believe that by the end of 2Q 2022, the OTP Group in Hungary had a 28 per cent. market share of total assets, 34 per cent. of retail loans, 39 per cent. of retail deposits, 19 per cent. of corporate loans and 24 per cent. of corporate deposits, respectively, and in the asset management segment, OTP Fund Management had a 25 per cent. market share.”; and

- (jj) the table headed “*The following table shows the evolution of total Hungarian housing loan volumes, total Hungarian consumer loans volumes (including home equity loans) and total Hungarian corporate loans volumes as per cent. of GDP*” and the following paragraph starting with “*Despite reviving lending activity, Hungarian loan penetration levels are still low.....*” in the sub-section entitled “*Competitive environment in Hungary*” on pages 215-216 of the Base Prospectus shall be deleted and replaced with the following:

“The following table shows the evolution of total Hungarian housing loan volumes, total Hungarian consumer loans volumes (including home equity loans) and total Hungarian corporate loans volumes as per cent. of GDP:

	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2Q 2022
Housing loans/GDP%	11.1	12.2	14.4	15.0	15.9	14.9	12.2	11.0	10.2	8.6	8.1	7.7	7.7	7.6	8.3	8.4	8.4
consumer loans (incl. home equity loans)/GDP (%)	8.4	10.8	14.0	14.6	15.3	14.9	12.8	11.5	10.3	8.2	7.7	7.1	6.5	7.3	8.5	8.6	8.2

	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2Q 2022
corporate loans/GDP																	
P (%)	26.7	28.3	29.4	28.8	27.6	27.1	23.9	22.0	20.6	17.0	16.4	16.5	17.2	17.4	19.4	18.8	19.2

Despite the reviving lending activity, Hungarian loan penetration levels are still low by regional standards and compared to their historic levels, implying good loan volume growth potential. In the period between 2006 and 2Q 2022, housing loan volumes to GDP ratio was 15.9 per cent. at its peak in 2010, but in 2Q 2022 this ratio was 8.4 per cent. This 8.4 per cent. is much lower than loan penetration levels in the region (Montenegro at 28.0 per cent., Czech Republic at 26.7 per cent., Poland at 18.6 per cent., Croatia at 16.4 per cent., Slovenia at 14.5 per cent., Bulgaria at 10.7 per cent.), close to the Russian (9.0 per cent.) and Serbian levels (8.5 per cent.) although it is higher than in respect of Romanian (8.2 per cent.), Albanian (8.2 per cent.), Moldavian (4.8 per cent.) and Ukrainian levels (0.4 per cent.). In Hungary, consumer loan volumes (including home equity loans) to GDP ratio was 15.3 per cent. at its peak in 2010, but in 2Q 2022 this ratio was 8.2 per cent. This 8.2 per cent. is lower than the loan penetration levels in the region (Croatia at 17.1 per cent., Serbia at 13.3 per cent., Bulgaria at 11.3 per cent., Poland at 11.2 per cent. and Russia at 9.4 per cent.), and above the Czech (7.3 per cent.), Romanian (5.1 per cent.), Slovenian (4.7 per cent.), Moldavian (4.2 per cent.), Albanian (4.2 per cent.) and Ukrainian levels (3.7 per cent.). Corporate loan volumes to GDP ratio was 29.4 per cent. at its peak in 2008, whereas in 2016 this ratio was 16.4 per cent. and grew to 19.2 per cent. in 2Q 2022 in Hungary. This 19.2 per cent. is lower than the loan penetration levels in the region (Russia at 35.6 per cent., Bulgaria at 27.9 per cent., Montenegro at 25.9 per cent., Serbia at 25.2 per cent., Croatia at 22.7 per cent., Albania at 22.4 per cent.), close to Czech level (19.9 per cent.) and exceeds the Slovenian (18.9 per cent.), Polish (14.3 per cent.), Moldavian (13.2 per cent.), Romanian (13.1 per cent.) and Ukrainian levels (12.4 per cent.).”

General Information

The paragraph under the heading “Significant/Material Change” on page 247 of the Base Prospectus shall be deleted and replaced with the following:

““Save as disclosed in “*Risk Factors – Risks related to the Issuer - The performance of the OTP Group is affected by adverse global political, economic and business conditions in the markets in which it operates*” on page 10 of this Base Prospectus, “*Recent Developments - Russia-Ukraine crisis*” on page 144 of this Base Prospectus and “*Recent Developments - Windfall tax on extra profits in the banking sector*” on page 147 of this Base Prospectus, there has been no significant change in the financial performance or position of the Issuer or the OTP Group since 30 June 2022 (the date to which the Issuer’s last published consolidated financial information was prepared) nor any material adverse change in the prospects of the Issuer or the OTP Group since 31 December 2021 (the date to which the Issuer’s last published audited financial information was prepared).”

To the extent that there is any inconsistency between (a) any statement in this Second Supplement or any statement incorporated by reference into the Base Prospectus by this Second Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statement in (a) above will prevail.

Save as disclosed in this Second Supplement, there is no other significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus since the publication of the Base Prospectus.