



## QIB Certification Form

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**Client:** OTP Bank

**DR number:** 55191618

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**Administrator:** Slawomir Soltowski

**Region:** EEMEA

<b>DR Type:</b>	144A
<b>DR Description:</b>	OTP BANK - 144A
<b>CUSIP:</b>	67106E101
<b>ISIN:</b>	US67106E1010
<b>Underlying ISIN:</b>	HU0000061726

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**# of pages:** 7

SCHEDULE 4

PART A

Certificate and agreement of persons acquiring Rule 144A GDRs upon deposit of Shares pursuant to Condition 2 and Clause 3(C) of the Deposit Agreement

[Date]

The Bank of New York, as Depositary  
101 Barclay Street  
New York  
New York 10286

Dear Sirs

**ORSZÁGOS TAKARÉKPÉNZTÁR ÉS KERESKEDELMI BANK RT.**

Reference is hereby made to a Deposit Agreement dated 14 July 1995 as amended by an amendment agreement dated 4 November 1997 (hereinafter together referred to as the "Deposit Agreement") between and Országos Takarékpénztár És Kereskedelmi Bank Rt. (the "Company") and The Bank of New York, as Depositary, with respect to Global Depositary Receipts ("GDRs") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Shares in the Rule 144A Facility and issuance of Rule 144A GDRs pursuant to Condition 1 and Clause 3(C) of the Deposit Agreement.
2. We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the Rule 144A GDRs and the Shares represented thereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Act").
3. We certify (or if we are acting for the account of another person, such person has confirmed that it certifies) that either:
  - (a) We are (or it is) a qualified institutional buyer (as defined in Rule 144A under the Act ("Rule 144A")) and, at the time of issuance of the Rule 144A GDRs referred to above, we (or one or more qualified institutional buyers for whose account we are acting) will be the beneficial owner of such Rule 144A GDRs at the time of issue.

OR

- (b) We are (or it is) a broker-dealer acting for the account of our customer, our customer has confirmed to us that it is a qualified institutional buyer (within the meaning of Rule 144A under the Act) and either (i) at the time of issuance the Rule 144A GDRs referred to above, it will be the beneficial owner of such Rule 144A GDRs, or (ii) it is acting for the account of a qualified institutional buyer that, at the time of issuance of the Rule 144A GDRs referred to above, will be the beneficial owner of such Rule 144A GDRs.
4. We agree (or if we are acting for the account of another person, such person has confirmed to us that it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the Rule 144A GDRs or the Shares represented thereby except (A) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a qualified institutional buyer within the meaning of Rule 144A in a transaction meeting the requirements of Rule 144A or (B) in an offshore transaction in accordance with Rule 903 and Rule 904 of Regulation S under the Act ("Regulation S") or (C) pursuant to an exemption from registration under the Act provided by Rule 144 thereunder (if available) in each case in accordance with any applicable securities laws of any State of the United States. Rule 144A GDRs will be represented by a Rule 144A Master GDR and before any beneficial interests in Rule 144A GDRs represented by the Rule 144A Master GDR may be transferred to a person who takes delivery in the form of a beneficial interest in International GDRs represented by the International Master GDR, or the transferor or transferee will be required to certify that it acknowledges that the GDRs and Shares represented thereby have not been and will not be registered under the Act and may not be offered, sold, pledged or otherwise transferred except pursuant to the provisions of this Certification. We further acknowledge that notwithstanding anything to the contrary in the foregoing, the Shares represented by the Rule 144A GDRs may not be deposited into any unrestricted depositary receipt facility in respect thereof established or maintained by a depositary bank (including any such facility maintained by the Depositary) unless and until such time as such Shares are no longer restricted securities within the meaning of Rule 144(a)(3) under the Securities Act.
5. We further certify that:
- (a) At the time of issue of the GDRs referred to above, we will be the beneficial owner of the GDRs; we do not and, as a result of such issue of GDRs, we will not beneficially own GDRs and/or shares in the Company which would represent more than 5 per cent. (or any other applicable limit imposed from time to time by Hungarian law, Hungarian Government resolution or the Company's Articles of Association) of the share capital of the Company or of the votes attributable to all the shares in the Company.

OR

- (b) We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that it does not and, at the time of issue of the GDRs referred to above, it will not beneficially own GDRs and/or shares in the Company which would represent more than 5 per cent. (or any other applicable limited imposed from time to time by Hungarian law, Hungarian Government resolution or the Company's

Articles of Association) of the share capital of the Company or of the votes attributable to all the shares in the Company.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

[By:  
Title: ]

SCHEDULE 4

PART B

Certificate and agreement of persons receiving Deposited Property represented by Rule 144A GDRs upon withdrawal of Rule 144A GDRs and pursuant to Condition 2 and Clause 3(F) of the Deposit Agreement

[Date]

The Bank of New York, as Depositary  
101 Barclay Street  
New York  
New York 10286

Dear Sirs

**ORSZÁGOS TAKARÉKPÉNZTÁR ÉS KERESKEDELMI BANK RT.**

Reference is hereby made to a Deposit Agreement dated 14 July 1995 as amended by an amendment agreement dated 4 November 1997 (hereinafter together referred to as the "Deposit Agreement"), between Országos Takarékpénztár És Kereskedelmi Bank Rt. (the "Company") and The Bank of New York, as Depositary, with respect to Rule 144A Global Depositary Receipts ("Rule 144A") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. We are surrendering a Rule 144A GDR or Rule 144A GDRs in accordance with the terms of the Deposit Agreement for the purpose of withdrawal of the Deposited Property represented by such Rule 144A GDR or Rule 144A GDRs (the "Deposited Property") pursuant to Condition 1 and Clause 3(E) of the Deposit Agreement.
2. We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the Regulation S GDRs and the securities represented thereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Act").
3. We certify (or if we are acting for the account of another person, such person has confirmed that it certifies) that either:
  - (a) we are (or it is) a "qualified institutional buyer" (as defined in Rule 144A under the Act) acquiring such Shares for our own account or for the account of a qualified institutional buyer and either;
    - a. we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or

otherwise transferred, the Rule 144A GDRs or the Shares in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S under the Act and we are (or it is), or prior to such sale we were (or it was), the beneficial owner of the Rule 144A GDRs; or

- b. we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred the Rule 144A GDRs or the Shares to another qualified institutional buyer in accordance with Rule 144A under the Act and we are (or it is), or prior to such sale we were (or it was) the beneficial owner of the Rule 144A GDRs; or
- c. we (or it) will be the beneficial owner of the Shares upon withdrawal, and, accordingly, we agree (or if we are acting for the account of one or more qualified institutional buyers, each such qualified institutional buyer has confirmed to us that it agrees) that (x) we (or it) will not offer, sell, pledge or otherwise transfer the Shares except (A) to a person whom we and anyone acting on our behalf reasonably believe (or it and anyone acting on its behalf reasonably believe) is a qualified institutional buyer within the meaning of Rule 144A under the Act purchasing for its own account or for the account of a qualified institutional buyer in a transaction meeting the requirements of Rule 144A, (B) in an offshore transaction in accordance with Rule 903 and Rule 904 of Regulation S under the Act or (C) pursuant to an exemption from registration under the Act provided by Rule 144 thereunder (if available) in each case in accordance with any applicable Securities laws of any State of the United States. We (or it) will not deposit or cause to be deposited such Shares into any depositary receipt facility established or maintained by a depositary bank (including any such facility maintained by the Depositary) unless and until such time as such Shares are no longer "restricted securities" within the meaning of Rule 144(a)(3) under the Act.

OR

- (b) we are located outside the United States (within the meaning of Regulation S under the Act); we acquired, or have agreed to acquire and at or prior to the time of the withdrawal will have acquired, the Rule 144A Master GDRs or the Shares outside the United States (within the meaning of Regulation S under the Act); and we are, or upon acquisition thereof will be, the beneficial owner of the Rule 144A Master GDRs or the Shares.

- 4. If we are a broker-dealer, we further certify that we are acting on behalf of our customer and that our customer has confirmed the accuracy of the representations contained in paragraph 3 hereof that are applicable to it and, if paragraph 3(b) is applicable to our customer, it has confirmed that it will comply with the agreements set forth in part (b) of paragraph 3 hereof.
- 5. We certify that either:

- (a) We are the beneficial owner of the GDRs being surrendered herewith. We are of such acquisition will not beneficially own GDRs and/or shares in the Company, which would represent more than 5 per cent. (or any other applicable limit imposed from time to time by Hungarian law, Hungarian Government resolution or the Company's Articles of Association) of the share capital of the Company or of the votes attributable to all the shares in the Company.

OR

- (b) We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that it does not and, at the time of the withdrawal of the Deposited Property referred to above, it will not be the beneficial owner of GDRs and/or shares in the Company which would represent more than 5 per cent. (or any other applicable limit imposed from time to time by Hungarian law, Hungarian Government resolution or the Company's Articles of Association) of the Company's share capital or of the votes attributable to all the shares in the Company.

Very truly yours

[NAME OF CERTIFYING ENTITY]

[By:

Title: ]