

OTP Fund Management Private Limited Company

Summary

OTP Fund Management

OTP Fund Management Ltd.

Effective from 01.01.2026

Fund Manager Remuneration Policy

**(based on the Fund Manager Remuneration Policy adopted
in a consolidated form with the amendments of 27 February
2026)**

(based on the Fund Manager Remuneration Policy adopted in a consolidated
structure with amendments dated 27 February 2026)

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I. INTRODUCTORY PROVISIONS

I.1. Purpose of the Fund Manager Remuneration Policy

(1) The purpose of the Fund Manager Remuneration Policy is to ensure that OTP Fund Management Ltd. (the “Fund Manager”) as a UCITS fund manager and alternative investment fund manager, as well as an investment service provider, to comply with its obligation under Sections 26/A and 33 of the Kbtv. to have a remuneration policy that is consistent with the Applicable Rules and in line with effective and efficient risk management, and that promotes its application, which does not encourage risk-taking that is incompatible with the risk profile and management rules of the Funds (ABÁs and ÁÉKBVs) managed by the Fund Manager. A further objective of the Remuneration Policy is to provide effective organizational and administrative solutions to ensure that the Fund Manager, as an investment service provider, take all reasonable steps to prevent conflicts of interest arising from the markets for financial instruments and from the conflict of interest set out in Article 23 of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 amending Directive 2002/92/EC and Directive 2011/61/EU. and Act CXXXVIII of 2017 on the rules governing investment firms and commodity exchange service providers and the activities they may perform (including the management of the portfolio of the employer pension service provider institution).

(2) The Fund Manager, as a subsidiary of the Bank Group subject to consolidated supervision with OTP Bank Nyrt. (“Bank”), is subject to the Bank Group Remuneration Policy pursuant to Section 117 (4) of Act CCXXXVII of 2013 on Credit Institutions and Financial Enterprises (“Hpt.”). Section 117 (4) of Act CCXXXVII of 2013 on Credit Institutions and Financial Enterprises (Hpt.). Accordingly, in matters not regulated by the Fund Manager Remuneration Policy, the Fund Manager shall follow the principles set out in the Bank Group Remuneration Policy and, where applicable, shall apply the rules of the regulations constituting the Bank Group Remuneration Policy and any additional regulations and procedures adopted in connection with its implementation, However, this shall not prejudice the Fund Manager Remuneration Policy at any time.

II. GENERAL PROVISIONS

II.1. Scope of the regulations

II.1.1. Material scope

(3) The scope of the Fund Manager Remuneration Policy covers remuneration paid by the Fund Manager to Key Persons. The Fund Manager Remuneration Policy

sets out the Fund Manager's obligations to comply with the rules on remuneration.

(4) The Fund Manager Remuneration Policy applies to the following payments made to the persons concerned

a/ any payment or benefit provided by the Fund Manager,

b/ any amount paid directly by the collective investment scheme managed by the Fund Manager, including performance fees,

c/ the transfer of investment units of collective investment schemes managed by the Fund Manager in any form,

d/ any amount paid directly by the Fund Manager's Clients, including performance fees,

if the Fund Manager provided Key Persons by as compensation for professional services rendered.

(5) The following shall also be considered remuneration and are subject to the Fund Manager's Remuneration Policy, all payments made by the collective investment scheme or any Client directly to the Fund Manager or to specified members of the Fund Manager's staff as compensation for the professional services they provide (with the exception of reimbursement of expenses), if their payment would result in circumvention of the rules governing remuneration.

(6) The Fund Manager's Remuneration Policy does not apply to supplementary payments and benefits made by the Fund Manager or the collective investment scheme managed by the Fund Manager on a general, non-discriminatory basis as part of a policy covering the Fund Manager as a whole, provided that they do not constitute an incentive in terms of risk-taking. Furthermore, financial support and benefits provided by the Fund Manager to its employees on the basis of a decision covering the entire OTP Bank Nyrt. Bank Group, to its employees on the basis of predetermined, uniform criteria, without consideration, and which do not in any way constitute compensation for work, such as utility subsidies or other expense allowances provided to employees.

(7) The scope of the Fund Manager's Remuneration Policy also covers payments and benefits that the Fund Manager provides as rewards and/or bonuses to employees who are not considered Key Persons. The scope of the Fund Manager Remuneration Policy also covers extraordinary financial benefits that the Fund Manager grants to its best-performing employees on a differentiated basis, based on performance evaluation, in accordance with a decision that also applies to the OTP Bank Nyrt. Banking Group.

II.1.2. Personal scope

(8) The specific provisions and rules of the Fund Manager Remuneration Policy apply to all employees who are not covered by the Bank Group Remuneration Policy, mainly:

- i. the principles of performance-related pay,
- ii. the rules for performance evaluation,
- iii. determination of the amount available for performance-related pay,
- iv. the conditions for entitlement to performance-related pay,
- v. the occurred during the employment relationship , changesand termination termination .

All provisions of the Fund Manager Remuneration Policy shall also apply to persons defined as Key Persons (officers and employees defined as such) who are not covered by the Bank Group Remuneration Policy.

(9) In addition to senior officers and persons performing internal control functions, Key Persons include officers and employees who, through their professional activities, have a material impact on the risk profile of the Fund Manager or the risk profile of the funds managed by the Fund Manager.

(10) For the purposes of the Fund Manager's Remuneration Policy, the following persons holding the following positions or performing the following tasks are considered Key Persons:

- a/ the chairperson and members of the Fund Management Board;
- b/ the managing directors;
- c/ the heads of professional areas, except for employees assigned to manage certain (support) areas who are not considered managers;
- d/ the heads and employees of internal control functions (risk management, compliance¹ , internal audit);
- e/ portfolio managers;
- f/ all other employees who, in the course of their professional activities, may have a significant impact on the risk profile of the Fund Manager or the collective investment form managed by the Fund Manager, either individually or through an organizational unit or working group;

¹ From January 1, 2024, compliance staff will only be employed on a multiple employment basis, in which case the primary employer will not be the Fund Manager, and therefore the rules of the Fund Manager's Remuneration Policy will not apply to them (13)

g/ based on their total remuneration, employees who belong to the same remuneration category as senior management (the CEO and managing directors of the Fund Manager) and employees responsible for risk-taking, whose professional activities have a material impact on the risk profile of the Fund Manager or the collective investment form managed by it.

(11) The total remuneration range of senior management and employees responsible for risk-taking, which ranges from the lowest to the highest remuneration in the category, shall be considered the same remuneration category.

(12) The annex to the Fund Manager's Remuneration Policy identifies whether an employee of the Fund Manager falls within the scope of Key Personnel for the purposes of the Fund Manager's Remuneration Policy, based on their job classification. The methodology for determining Key Personnel is set out in the annex to the Fund Manager Remuneration Policy.

(13) Employees employed by the Fund Manager under multiple employment relationships are not covered by the Fund Manager's Remuneration Policy if their primary employer is not the Fund Manager. If the Fund Manager is not the primary employer, the rules applicable at the primary employer shall govern the remuneration of employees employed under multiple employment contracts.

(14) The Chief Executive Officer of the Fund Manager, as the chief executive of the Fund Manager, is subject to the personal scope of the Bank Group Remuneration Policy.

II.2. Interpretative provisions

(15) The terms highlighted below shall have the meanings specified below for the purposes of the Fund Manager's Remuneration Policy, while terms not specifically defined in this section or in any other section of the policy shall have the meanings specified in the relevant legislation:

(16) Fund: an alternative investment fund as defined in Section 4(1)(1) of the Kbtv., i.e. an ABÁ or an ÁÉKBV as defined in Section 4(1)(8) of the Kbtv. Fund remuneration or fixed remuneration: the fixed part of remuneration that is not linked to the achievement of bank group, fund manager, group-level, and individual-level objectives.

(17) Base remuneration or fixed remuneration: the fixed part of remuneration that is not linked to the achievement of bank group, fund manager, group-level and individual-level objectives, the main components of which are the basic salary and certain salary supplements and allowances payable under the law or employment contract, and, in the case of members of the board of directors and supervisory board, honoraria.

(18) Deferral period: the period between the determination and payment of variable remuneration during which part of the variable remuneration is withheld.

(19) Remuneration:

a/ any payment or benefit provided by the Fund Manager;

b/ any amount paid directly by the Fund, including profit sharing; and

c/ any transfer of the Fund's investment units or shares in any form, provided that it is made in consideration for professional services provided by employees identified by the Fund Manager;

d/ any amount paid directly by the Fund Manager's Clients, including success fees.

For the purposes of points b) and d), remuneration shall also include payments made directly by the Fund or any Client to the Fund Manager, with the exception of reimbursement of expenses, as compensation for professional services provided by the relevant categories of employees of the Fund Manager, the payment of which would otherwise result in the circumvention of the relevant remuneration rules.

(20) Risk performance reassessment: performance assessed for the given performance measurement period prior to the fulfillment of the deferred performance-based remuneration due, based on changes in the past behavior of the person concerned and the risk effects of such changes, based on the financial situation of the institution, and, accordingly, changing the amount of the performance-based remuneration due in the manner and to the extent specified in the remuneration policy.

(21) **Central (extraordinary) bonus**: a bonus/premium/ad hoc support approved by the Bank at group level, including subsidiaries.

(22) Malus: an agreement that allows the Fund Manager to reduce the value of deferred variable remuneration in whole or in part for the Fund Manager as a whole, the relevant organizational unit or individual employees on the basis of ex post risk adjustments prior to the payment of deferred remuneration. Malus is a form of ex post risk adjustment.

(23) Portfolio: the funds and financial instruments made available to the Fund Manager by the Client, which are invested in financial instruments for the benefit of the Client under the terms and conditions specified in advance in the contract concluded with the Client, on the basis of the order given by the Client in the portfolio management contract, and managed by the Fund Manager,

that the Client bears the risk and return, i.e. the loss and profit, arising from the acquired financial instruments directly.

(24) Performance-based remuneration or variable remuneration: the part of the remuneration that the Fund Manager may provide to a senior manager and employee in addition to the basic remuneration if they perform tasks that exceed those specified in the employment contract and are not specified therein, and/or if they achieve or exceed the targets/performance specified in the target/performance statement, and if they deliver sustainable and risk-adjusted performance.

(25) Performance measurement period: the period for which the employee's performance is evaluated and measured, on the basis of which their remuneration is subsequently determined.

(26) Client: a person who uses the individual portfolio management service provided by the Fund Manager pursuant to Section 5(1)(d) of the Bszt (including the management of the portfolio of the employer pension service provider).

(27) Reclaim: an agreement whereby the employee agrees to return ownership of a certain amount of the remuneration paid to him/her to the Fund Manager under certain circumstances. This is possible in the case of both immediate and deferred variable remuneration. When applied in connection with risk outcomes, clawback is a form of ex post risk adjustment.

II.3. Regulatory background

(28) Legal and internal regulatory background of the Fund Manager Remuneration Policy:

- a/ Act XVI of 2014 on collective investment forms and their managers, and on the amendment of certain financial laws ("Kbftv.");
- b/ Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC, and amending Regulations (EC) No 1060/2009 and (EU) No 1095/2010 (the "AIFM Directive");
- c/ Commission Directive of 19 December 2012 supplementing Directive 2011/61/EU of the European Parliament and of the Council with regard to exemptions, general operating conditions, c/ Commission Delegated Regulation (EU) No 231/2013 of 19 December 2012 supplementing Directive 2011/61/EU of the European Parliament and of the Council with regard to exemptions, general operating conditions, depositaries, leverage, transparency and supervision (the "AIFM Regulation");
- d/ Guidelines on sound remuneration policies under the AIFM Directive issued by the European Securities and Markets Authority (ESMA) on 3 July 2013 under ESMA/2013/232 (ESMA Remuneration Guidelines);

- e/ Guidelines on sound remuneration policies under the UCITS Directive issued by the European Securities and Markets Authority (ESMA) under ESMA/2016/575 on 14 October 2016, on sound remuneration policies under the UCITS Directive (the "ESMA UCITS Remuneration Guidelines");
- f/ Recommendation 3/2018. (I.16.) of the Magyar Nemzeti Bank on the remuneration policy to be applied by UCITS fund managers (the "MNB UCITS Recommendation");
- g/ Recommendation 4/2018. (I.16.) of the Magyar Nemzeti Bank on the remuneration policy to be applied by alternative investment fund managers ("MNB AIFM Recommendation");
- h/ Recommendation 22/2019. (XII.17.) of the Magyar Nemzeti Bank on remuneration policy and practice applicable to the provision of investment services;
- i/ Regulation 2019/288 adopted by the European Parliament and the Council on sustainability-related disclosures in the financial services sector ("SFDR Regulation");
- j/ Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 supplementing Directive 2014/65/EU of the European Parliament and of the Council as regards organisational requirements and operating conditions for investment firms and the terms defined for the purposes of that Directive;
- k/ Act CXXXVIII of 2017 ("Bsz");
- l/ in the part covered by the Bank Group Remuneration Policy, those parts of the Bank Group Remuneration Policy in force at any given time and the banking regulations implemented by the Fund Manager to ensure its implementation, which are relevant and applicable to the Fund Manager in terms of their subject matter and content;
- m/ where applicable to the Fund Manager as described in point (i), the legislation referred to in the regulations under point (i), as well as those parts of supervisory recommendations and guidelines that are applicable to the Fund Manager.

III. DETAILED PROVISIONS

III.1. Principles and expectations to be enforced in relation to the Fund Manager Remuneration Policy

(29) The Fund Manager Remuneration Policy is consistent with the business strategy, objectives, values

and interests, and includes measures to avoid conflicts of interest. The Fund Manager Remuneration Policy is consistent with the business strategy, objectives, values and interests of the Fund Manager and its Clients, and includes measures to avoid conflicts of interest.

(30) The Fund Manager Remuneration Policy is also consistent with the business strategy, objectives, values and long-term interests of the Fund Manager and its shareholders, taking into account the profitability, risks and capital of the Bank Group.

(31) Within the legal framework, the Fund Manager applies the individual provisions in accordance with its specific characteristics arising from its size, internal organization, nature, scope and complexity of its activities, and legal form (principle of proportionality).

(32) By applying the Fund Manager Remuneration Policy, the Fund Manager aims to ensure the appropriate management of risks arising in the course of its operations, in particular sustainability risks. In accordance with the relevant European Union legislation, sustainability risks are defined as risks arising from the environmental and social impact of the investments of the investment funds and other client portfolios managed by the Fund Manager, as well as from the corporate governance systems and practices of the companies affected by the investments. To achieve this objective, the Fund Manager shall identify the categories of managers and other employees whose activities may have a significant impact on the risk profile of the investment funds and other client portfolios under management, including sustainability risks. In order to ensure that performance-based remuneration does not encourage excessive sustainability risk-taking, the Fund Manager takes into account, when determining performance measurement and determining the level of performance-based remuneration, the Fund Manager shall take into account how the activities of the person concerned have contributed to the appropriate management of the sustainability risks of the managed funds and other client portfolios.

(33) The funds managed by the Fund Manager and the Fund Manager's Clients shall not pay and may not pay any form of remuneration directly to the Fund Manager's employees, nor shall they provide any benefits, or consideration to the employees of the Fund Manager, and the funds shall pay the consideration for the fund management activities exclusively to the Fund Manager, as specified in their management rules and in the portfolio management agreements concluded with their clients.

(34) The Fund Manager's activities are complex and, in addition to fund management (as collective portfolio management), also include portfolio management as defined in Section 5(1)(d) of the Bszt. Furthermore, due to the significant number of funds, there is no fund that meets the condition set out in Section 13(1)(m) of the Kbtv. that the management of a given investment fund

would account for at least 50% of the total portfolio managed by the investment fund manager, and in view of the content of the funds' management rules, the statutory provision according to which, depending on the management rules of the investment fund, a significant part, i.e. at least 50%, of any variable remuneration component must consist of collective investment securities of the investment fund concerned or equivalent assets other than cash, does not apply. Nevertheless, in accordance with the provisions of paragraph (65), the Fund Manager shall pay [60 or 40] percent of the variable remuneration to the Key Personnel in the form of cash, while [40 or 60] percent of the performance-based remuneration payable under the deferral rules shall be determined and paid in the form of investment units issued by the OTP Capital Guaranteed Short Bond Fund. [40 or 60] percent of the performance-based remuneration payable under the deferral rules shall be determined and paid in investment units issued by the OTP Capital Guaranteed Short Bond Fund, in such a way that the deferred component of the variable remuneration consists entirely of investment units. The variable remuneration of employees who are not classified as Key Persons shall be determined and paid by the Fund Manager exclusively in cash.

(35) The payment of performance-based remuneration shall be aligned with the business cycle of the OTP Bank Group and the Fund Manager, in accordance with the provisions of these rules.

(36) The Fund Manager shall ensure that a prudent balance is maintained between the assessment of the financial situation and performance-based remuneration and the payment thereof. The Fund Manager shall ensure that the total performance-based remuneration assessable in a given year and the total performance-based remuneration payable in a given year do not adversely affect the Fund Manager's financial position.

(37) The most important principle of the Fund Manager's Remuneration Policy is that the level of performance-based remuneration is linked to the achievement of fund manager-level, group-level, and individual objectives, subject to prior and subsequent risk assessment.

(38) Remuneration systems shall in all cases take into account competencies, compliance with applicable laws, fair treatment of clients, quality criteria reflecting the quality of services provided to clients, the evaluation of individual job positions, employee skills, and performance.

(39) The level of performance-based remuneration is determined on the basis of a combined assessment of the objectives.

(40) The ratio of fixed and performance-based remuneration is determined in accordance with paragraph (59) in such a way that, in the case of the Fund Manager, it adequately reflects the function, size and complexity of the organizational unit, the significance of the activity performed within the Fund Manager's business, its impact on the effectiveness of the Fund Manager's business, and be in line with competitive market trends.

(41) Performance-based remuneration shall be determined in such a way as to encourage senior managers and employees to ensure the long-term effective operation of the Fund Manager and to allow for ex post corrections based on risks and the reclaiming of performance-based remuneration that has been settled/paid. The rules for reducing or reclaiming 100% of performance-based remuneration apply in accordance with the provisions set out in the Fund Manager's Remuneration Policy.

(42) Performance-based remuneration is linked to the fulfillment of predetermined requirements for all employees. For persons covered by the Fund Manager's Remuneration Policy, the obligation to pay performance-based remuneration may only be assumed in exceptional cases, when hiring new employees for the first year, with the subsequent notification of the Fund Manager's Supervisory Board and Remuneration Committee. Guaranteed performance-based remuneration may be paid in cash.

(43) The obligation to pay performance-related remuneration – except in the case described in paragraph (42)

- may not be assumed and may not form part of future remuneration plans.

(44) The payment of performance-based remuneration shall not result in non-compliance with the requirements set out in the legislation on prudent operation and in EU legal acts.

(45) Performance-based remuneration shall be paid in installments in accordance with the Fund Manager's Remuneration Policy and in line with the provisions of the Kbtv. Deferred installments may be paid after a retrospective risk adjustment based on the assessment of fund manager-level, group-level, and individual performance.

(46) Payments related to the termination of employment (e.g., severance pay) may not be made in the event of inadequate performance, in compliance with applicable labor law regulations.

(47) The Remuneration Policy is reviewed annually by the Fund Manager's Supervisory Board, which decides on any necessary amendments within its own competence.

(48) A Remuneration Committee shall be established at the Fund Manager for as long as required by law, taking into account the size of the Fund Manager or the size of the AIFs under its management, the internal organizational structure of the Fund Manager, and the nature, scope, and complexity of its activities. Accordingly, with regard to the Fund Manager, the Remuneration Committee established by the Fund Manager (the "Fund Manager Remuneration Committee") shall perform the tasks of the remuneration committee.

(49) An extract and summary of certain provisions of the Fund Manager Remuneration Policy is <https://www.otpbank.hu/otpalapkezelo/hu> Fund Manager official website

III.2. Elements of the remuneration system for fund managers

(50) The main elements of the remuneration system applied by the Fund Manager are:

- a/ base remuneration or fixed remuneration
- b/ performance-based remuneration

(51) The main elements of the base remuneration are:

- a/ base salary
- b/ fringe benefits

(52) When determining base salaries, the level of remuneration is always adjusted to the possibilities arising from the Fund Manager's business results, while also taking into account the position held and the complexity of the activities performed.

(53) The Fund Manager applies a system of fringe benefits covering all employees, which is governed by the Fund Manager's relevant regulations and instructions.

III.3. Subsystems of performance-based remuneration (variable remuneration)

(54) The Fund Manager's performance-based remuneration system consists of the following subsystems:

- a/ success fee-based subsystem ("SDA")
- b/ non-success fee-based subsystem ("NSDA")

(55) The SDA subsystem is based on the amount corresponding to a specified percentage of the positive performance fees paid to the Fund Manager by the individual managed funds and Clients, as follows:

- a/ in the case of SDA-1, an amount corresponding to a specified percentage of the positive performance fees paid by each managed fund to the Fund Manager,
- b/ In the case of SDA-2 and SDA-3, an amount corresponding to a specified percentage of the positive performance fees paid by the Clients for each managed fund,

which, if the relevant conditions are met, shall be used for the variable remuneration of employees covered by the Fund Manager's Remuneration Policy, within the framework of the other subsystems (SDA-1, SDA-2 and SDA-3) and in accordance with their rules.

(56) The amount of performance-based remuneration that may be granted under the NSDA subsystem shall always be adjusted to the Fund Manager's business results, taking into account the position held and the complexity of the activities performed.

(57) In addition to the subsystems detailed in paragraph (54), in cases approved by the Bank, it is possible to pay a central (extraordinary) bonus to employees covered by the Fund Manager's remuneration policy.

(58) In the case of employees who are subject to the Fund Manager's Remuneration Policy but are not classified as Key Personnel, the total remuneration includes performance-based remuneration, taking into account the tasks actually performed, the main principles of which are in line with the fundamental objective of the Fund Manager's Remuneration Policy. For this group of persons, performance-based remuneration takes the form of a bonus.

III.4. Determining the ratio of fixed and performance-based remuneration

(59) The ratio of fixed and performance-based remuneration is determined in such a way that, in the case of the Fund Manager, it adequately reflects the function, size and complexity of the managed organizational unit, the significance of the activities performed within the Fund Manager's business activities, its impact on the effectiveness of the Fund Manager's business activities, and in line with competitive market trends, provided that the ratio of performance-based remuneration for any individual concerned may not exceed the upper limit specified in the annexes to the Fund Manager's Remuneration Policy for the various performance-based remuneration subsystems in relation to the fixed remuneration for the given remuneration category, except in the case specified in the Fund Manager Remuneration Policy. Taking into account the above characteristics, the ratio of fixed and performance-based remuneration is determined on a differentiated basis as detailed in the annexes.

(60) Within the scope of the Remuneration Policy, the ratio of fixed and performance-based remuneration elements for each position within the Key Personnel Group shall be determined by the Chief Executive Officer of the Fund Manager, within the framework set out in the Fund Manager's Remuneration Policy, taking into account the following criteria:

- a/ the performance measurement system and the risk levels ,
- b/ the deferred assessment and payment period,
- c/ the structure of the given organizational unit, the nature and complexity of its activities,
- d/ the position of employees in the organizational hierarchy, and

e/ the risk-taking/decision-making levels assigned to each position.

(61) Members of the Fund Management Board and Supervisory Board are entitled to a fixed honorarium in this capacity, but do not receive performance-based remuneration.

III.5. Principles and methods of performance-based remuneration

(62) Objectives and performance evaluation are carried out in accordance with the applicable "Performance Measurement and Evaluation Rules".

(63) The basic principle of the performance measurement and evaluation system is that the level of remuneration based on performance evaluation is linked to the level of achievement of the strategic objectives of the banking group/subsidiary and individual objectives within the framework of a two-level performance measurement system, in addition to the preliminary and subsequent assessment of risks.

(64) The strategic and individual objectives, including the target tasks, are determined annually by the Fund Manager, which reserves the right to change them during the year in view of changes in market conditions and the employer's economic interests in line with this.

III.6. Performance-based remuneration instruments and payments, and general rules for deferral

(65) For persons covered by the Fund Manager Remuneration Policy, performance-based remuneration shall be paid uniformly in the form of cash and financial instruments, as specified in paragraph (34).

(66) For key personnel covered by the Fund Manager Remuneration Policy, 40% of the performance-based remuneration determined at the individual level

a/ 40% shall be deferred if the amount of performance-based remuneration payable to the beneficiary does not exceed 24 times the beneficiary's average gross monthly base salary for the current year;

b/ 60% shall be deferred if the amount of performance-related remuneration payable to the beneficiary exceeds 24 times the beneficiary's average gross monthly base salary for the current year.

(67) The deferral period for the deferred portion of the performance-related remuneration is 3 years, during which the amount of the deferred payment shall, as a general rule, be as follows:

- a/ if 40% of the performance-related remuneration has been deferred, 14% of the deferred portion shall be paid in the year following the year of payment of the first (non-deferred) portion of the performance-related remuneration (n+2), and 13% in each of the following years [(n+3) and (n+4), where "n" is the current year, i.e. the year under review], 13-13% of the deferred portion shall be paid, provided that the conditions for payment are met;
- b/ if 60% of the performance-related remuneration has been deferred, 20% of the performance-related remuneration shall be paid in each of the three years following the year of payment of the first (non-deferred) part of the performance-related remuneration, provided that the conditions for payment are met.

(68) Variable remuneration paid in the SDA subsystems is fully covered by the Fund Manager Remuneration Policy, including its rules on the deferral of performance-related remuneration payments for three years – excluding employees who are not classified as Key Persons – and other related rules.

(69) Variable remuneration paid in the NSDA subsystem, excluding employees who are not Key Persons, is also covered by the rules on deferring performance-related remuneration payments for three years.

(70) Throughout the entire deferral period, consideration shall be given to any effects arising in the meantime in connection with the activities of persons covered by the Fund Manager Remuneration Policy, and, depending on these, the amount of remuneration to be paid in a deferred manner shall be reduced, if necessary, up to 100% of the deferred payment due in the given year.

(71) The deferred portions of performance-based remuneration shall be determined and paid by the Fund Manager in investment units issued by the OTP Capital Guaranteed Short Bond Fund.

(72) Eligibility for deferred installments shall be determined on the basis of prudential operating criteria and an assessment of the risks associated with the activities of the persons concerned, in accordance with the relevant provisions of the Fund Manager's Remuneration Policy.

(73) Based on the values of the criteria for prudent operation, the Supervisory Board of the Fund Manager shall decide on the payability of deferred installments, provided that, based on the assessment of individual risks related to the activities of the persons concerned, the eligibility for and extent of individual deferred installments shall be determined by the body/manager exercising the employer's rights (in the case of the Fund Manager, the CEO).

(74) Any agreement on benefits exceeding the cases and/or limits set out in the Fund Manager's Remuneration Policy may only be concluded with the prior approval of the Fund Manager's Supervisory Board and the Fund Manager's Remuneration Committee.

III.7. Operation of the Remuneration System

(75) The Fund Manager's Supervisory Board shall decide on the adoption and amendment of the Fund Manager Remuneration Policy and shall supervise its implementation.

(76) The Fund Manager's Board of Directors is responsible for the implementation and at least annual review of the Fund Manager's Remuneration Policy. The Fund Manager's Board of Directors shall ensure that internal regulations and individual statements/agreements applied in the same area are in line with the provisions of the Bank Group Remuneration Policy.

(77) Within the framework of the division of labor within the Fund Manager's Board of Directors, the Fund Manager's CEO, as the Fund Manager's chief executive and the person exercising employer's rights with regard to the Fund Manager's employees, shall perform the tasks related to the implementation of the Fund Manager's Remuneration Policy, including making employer decisions arising in this context.

(78) The central (extraordinary) bonus referred to in paragraph (57), approved by the Bank at group level, including subsidiaries, may be paid with the approval of the Chief Executive Officer of the Fund Manager, with subsequent notification to the Fund Manager's Remuneration Committee.

(79) The provisions of the Bank Group and Fund Manager Remuneration Policy and its implementation shall be reviewed at least once a year by the Fund Manager's internal audit department, which shall report in writing to the Fund Manager's Board of Directors, Remuneration Committee and Supervisory Board. Based on the internal audit report, the Fund Manager's Board of Directors shall, if necessary, make proposals for amendments to the Fund Manager's Remuneration Policy and develop appropriate procedures. The Fund Manager's Remuneration Committee shall also have the right to make proposals and to comment on proposals made by the Fund Manager's Board of Directors.

(80) The tasks of the Fund Manager Remuneration Committee are as follows:

- a/ to be responsible for preparing decisions relating to remuneration that have an impact on risk and risk management, which are to be taken by the Fund Manager's Supervisory Board;
- b/ directly supervises the performance remuneration of the risk management and compliance manager (including other employees performing internal control functions): the CEO of the Fund Manager shall inform the Fund Manager Remuneration Committee of his/her decisions in this regard in advance or retrospectively, depending on the case or his/her choice, with the proviso that the Fund Manager Remuneration Committee may

may also make comments or suggestions, depending on the nature of the decision, and may also make recommendations in this regard;

- c/ approves agreements on benefits exceeding the cases and/or limits set out in the Fund Manager Remuneration Policy in the event of termination of employment;
- d/ verifies that the Fund Manager complies with its disclosure obligations regarding remuneration issues;
- e/ prepares a report on its activities at least once a year for the Fund Manager's Supervisory Board and Board of Directors;
- f/ performs all other tasks assigned to it by other provisions of the Fund Manager's Remuneration Policy, legislation, internal regulations, or the Fund Manager's Supervisory Board within its area of competence.

(81) The internal auditor, the compliance officer, and the risk management officer shall, in close cooperation with the Supervisory Board and the CEO, assist in the proper development and, where necessary, amendment of the Fund Manager's Remuneration Policy in order to promote effective risk management. In this context:

- a/ the internal auditor shall regularly perform an independent audit of the development, implementation, and effects of the Fund Manager's Remuneration Policy,
- b/ the compliance officer shall analyze how the remuneration structure affects the Fund Manager's compliance with laws, regulations, internal policies, and rules,
- c/ the risk manager must assess how the variable remuneration structure affects the Fund Manager's risk profile.

III.8. Provisions aimed at avoiding conflicts of interest

(82) The Fund Manager Remuneration Committee shall be constituted in such a way that it can assess remuneration policies and practices, as well as incentives established for risk management, in a competent and independent manner.

(83) The Fund Manager Remuneration Committee shall – in accordance with Section 3 of Annex 13 to the Kbtv., Section 58 of the ESMA AIFM Remuneration Guidelines, Section 60 of the ESMA UCITS Remuneration Guidelines, and points 46-47 of the MNB ABAK Recommendation and points 46-47 of the MNB ÁÉKBV Recommendation – shall consist of members of the management body performing supervisory tasks who do not perform management tasks. In view of these rules

, the chairmanship of the Fund Manager Remuneration Committee is held by the chair of the Fund Manager Supervisory Board, and the other two members of the Fund Manager Remuneration Committee are the other two members of the Fund Manager Supervisory Board.

(84) Employees classified as Key Personnel under the Bank Group Remuneration Policy and the Fund Manager Remuneration Policy may not employ individual hedging strategies that would weaken the effects of risk-taking in determining the amount of performance-based remuneration by providing compensation in the event of a downward adjustment of performance-based remuneration. The foregoing does not preclude the persons concerned or the Bank or the Fund Manager from taking out liability insurance against any losses related to risk-taking, thereby mitigating the extent of the risk affecting the Bank or the Fund Manager as a whole.

IV. FINAL PROVISIONS

(85) This summary has been approved by the Supervisory Board of the Fund Manager and its publication has been ordered.