

Resolutions made at OTP Bank's AGM

OTP Bank Ltd. announces that at its Annual General Meeting (AGM) of 29/04/2004 the following resolutions were made:

1/2004

The AGM accepted the board of directors' report on 2003 business activities of the company and concluded that the bank had fulfilled the designated strategic and profit goals.

2/2004

The AGM accepted the supervisory board's report on the non-consolidated and consolidated 2003 annual reports and its proposal on profit distribution.

3/2004

The AGM accepted the auditor's report on the investigation into the non-consolidated and consolidated 2003 annual reports.

4/2004

The AGM accepted the bank's non-consolidated 2003 balance sheet and profit and loss account with the following key figures:

- Total assets: HUF2,758,606,000,000
- Profit after tax: HUF71,562,000,000, of which
- HUF7,156,000,000 is transferred to the general reserve, while
- HUF16,800,000,000 paid as dividend and
- the retained profit for the year is 47,606,000,000.

HUF60 dividend is paid after each ordinary share, HUF600 after each preference share with special voting rights. Dividend payment begins on 14/06/2004The AGM accepted the bank's consolidated 2003 balance sheet and profit and loss account with the following key figures:

- Total assets: HUF3,502,663,000,000
- Profit after tax: HUF83,022,000,000, of which
- HUF8,128,000,000 is transferred to the general reserve, while
- the retained profit for the year is HUF58,101,000,000.

5/2004

The AGM re-elected Deloitte & Touche Konyvvizsgalo Kft. as the bank's auditor for 2003, with Mr Gy. Köbli as the person responsible for auditing. Mr Gy. Kobli can be substituted by Mr Z. Nagy. The auditor's fee for 2004 will be HUF44,000,000 + VAT.

6/2004

Mr A. Kovacs was elected to the bank's supervisory board until the closing AGM of the fiscal year 2004.

7/2004

The AGM accepted the following monthly fees as from 01/05/2004:

- For the board of directors chair, HUF535,000
- For the board of directors deputy chair, HUF535,000
- For board of directors members, HUF465,000
- For the supervisory board chair, HUF385,000
- For the supervisory board deputy chair, HUF385,000
- For supervisory board members, HUF310,000.

8/2004

The AGM approved the modification of the statutes as detailed in the appendix. Sections 1., 2., 3., 10., 11., 12., 19. and 22. only become effective after the law regarding the preference shares will have become effective.

9/2004

The AGM approved the modification of the statutes as detailed in the appendix.

10/2003

The AGM authorised OTP Bank's management to purchase up to 28,000,000 treasury shares. The bid price in these transactions must not be more than 150% of the average OTP share price registered on the BSE on the day before the transaction.

Budapest, April 29, 2004

OTP Bank Ltd.