

SHAREHOLDER *Information*

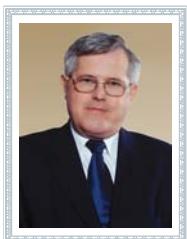
BOARD OF DIRECTORS OF OTP BANK LTD.



DR. SÁNDOR CSÁNYI
*Chairman-CEO
OTP Bank Ltd.*



DR. ZOLTÁN SPÉDER
*Vice Chairman, Deputy CEO
OTP Bank Ltd.*



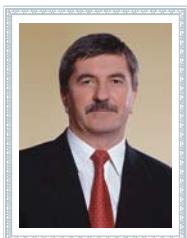
MIHÁLY BAUMSTARK
*Chairman-CEO
Csányi Vinery Ltd.*



DR. TIBOR Bíró
*Department Head
Budapest Business School*



PÉTER BRAUN
*Electrical Engineer, Former Deputy CEO
OTP Bank Ltd.*



DR. ISTVÁN KOCSSÍ
*CEO
Paks Nuclear Power Plant Ltd.*



CSABA LANTOS
*Deputy CEO
OTP Bank Ltd.*



GÉZA LENK
*Deputy CEO
OTP Bank Ltd.*



DR. ANTAL PONGRÁCZ
*Deputy CEO
OTP Bank Ltd.*



DR. LÁSZLÓ UTASSY
*Chairman -CEO
OTP-Garancia Insurance Ltd.*



DR. JÓZSEF VÖRÖS
*General Deputy Rector
Pécs University*

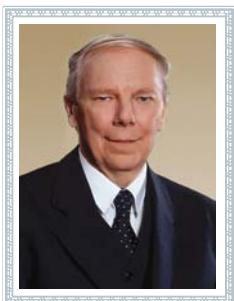


SUPERVISORY BOARD OF OTP BANK LTD.



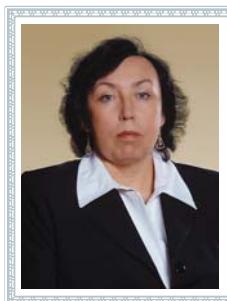
DR. TIBOR TOLNAY (CHAIRMAN)

*Chairman–CEO
Magyar Építők Ltd.*



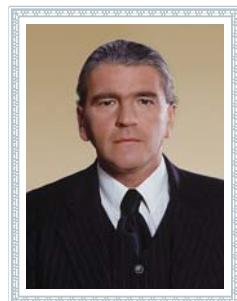
DR. GÁBOR NAGY (VICE CHAIRMAN)

*Head of Codification Group
Ministry of Finance, Accounting Division*



MRS ZSÓFIA ZSAKÓ GYULAI

*Managing Director
OTP Bank Ltd., Banking Operations Directorate
(until February 29, 2004)*



DR. GÁBOR HORVÁTH

Lawyer



ANTAL KOVÁCS

*Managing Director
OTP Bank Ltd., South Transdanubian Region
(from April 29, 2004)*



DR. SÁNDOR PINTÉR

*CEO
CIVIL Biztonsági Szolgálat Ltd.*



MS. KLÁRA VÉCSEI

*Deputy Managing Director
OTP Bank Ltd., Northern Hungary Region*



INFORMATION FOR SHAREHOLDERS

GENERAL COMPANY DATA

HEAD OFFICE OF OTP BANK LTD.:
1051 Budapest, Nádor utca 16. · Telephone: (+36-1) 353-1444 · Fax: (+36-1) 312-6858

Az OTP BANK LTD.

The Bank's share capital as at December 31, 2003 was HUF 28,000,001,000, consisting of 280,000,000 ordinary shares of HUF 100 nominal value each, and 1 voting-preference share of nominal value HUF 1,000.

OWNERSHIP STRUCTURE AS AT DECEMBER 31, 2003

	Shareholder	Participation as a % of registered capital (ownership share)
Domestic shareholders	State State budgetary organizations Managers and employees OTP Bank Ltd. Other domestic investors <i>Total domestic ownership</i>	1 voting preference share 0.1% 2.9% 4.7% 11.5% 19.2%
Foreign shareholders	Foreign investors	80.8%
Total		100.0%

DIVIDEND

OTP Bank Ltd.'s General Meeting of April 29, 2004 passed a resolution that the value of dividends on the 2003 financial year for the ordinary shares HUF 60 each and HUF 600 for the voting preference share, i.e. 60% of the face value of the shares, which will be increased on the first day of the dividend payment by the volume of dividend concerning the Bank's own shares.

Prerequisites of paying dividends on the shares are as follows:

- Share ownership of the shareholder shall not violate the stipulations of the Act CXII of 1996 on Credit Institutions and Business Ventures ("Hpt.")
- The owner of registered shares shall have been effectively entered in the Share Register of OTP Bank Ltd.
- OTP Bank Ltd. shall have details available that are suitable for identifying the shareholder, the information being sent by KELER Ltd., in the case of shares deposited in custody with KELER Ltd. by the way of a custodian, or, in the case of shares deposited with a custodian, by the custodian.

After examination of the Share Register entry and the Share Register, OTP Bank Ltd. will transfer the dividend to the custodian, or, should the shareholder request so by the way of the custodian, to the shareholder's bank account.

STOCK EXCHANGE LISTING

The ordinary shares of OTP Bank Ltd. are listed on the Budapest Stock Exchange in category "A", and the global depository receipts (GDRs) representing the ordinary shares that are traded abroad are listed on the Luxembourg Stock Exchange. (1 GDR embodies 2 ordinary shares.) The Regulation S GDRs are traded on the London SEAQ International. The Rule 144A GDRs are traded in the PORTAL system. The custodian bank for the OTP GDRs is the Bank of New York, and the safekeeper is OTP Bank Ltd. (Stock exchange symbol for OTP Bank shares: OTP, Reuters: OTP.BU).



SHAREHOLDER INFORMATION

DIVIDEND PAYMENT LOCATION

Payment of dividends payable on shares traded in Hungary is performed by the designated branch offices of OTP Bank Ltd. Dividend payment for GDR holders is performed through the Bank of New York.

DIVIDEND PAYMENT DATE: FROM JUNE 14, 2004

Private investors who have questions regarding shares or dividends, or about resolutions passed at the General Meeting, should contact the Secretariat of OTP Bank Ltd. Telephone: (+36-1) 312-5085.

PARTICIPATION AND VOTING RIGHTS AT THE GENERAL MEETING

Shareholders may exercise their right of participation and voting rights at the General Meeting personally, or by proxy.

Authorisations shall be granted in a notarised deed or a private document with full probative force. In the event that a shareholder is represented at the General Meeting by its legal representative (e.g. director, managing director, mayor etc.) the deed issued by the court or court of registration concerning the representation, or a certificate concerning the election of the mayor must be presented at the venue of the General Meeting.

Authorisations shall be handed over during the period and at the location specified in the invitation to the General Meeting. In the event that the authorisation was issued outside Hungary, its formal requirements must satisfy the statutes of law concerning the certification and/or legalisation of documents issued outside Hungary. Information on the subject may be obtained from the foreign representation of Hungary

The participation in the General Meeting and exercising the right to vote are subject to the following:

- the holder of the registered share has been effectively entered into the Company's Share Book;
- the voting right relating to the ownership of the shares shall not violate the provisions of the Company's Articles of Association, which circumstance shall be verified through monitoring by the Company following the receipt of notification from KELER Ltd.;
- with respect to participation in the General Meeting and the exercising of voting rights on the part of the organisation exercising shareholders' rights on the basis of the voting-preference share (golden share) issued in favour of the Hungarian State, the general rules shall apply, with the proviso that, in the case of certain matters specified in the Articles of Association of OTP Bank Ltd., the consent of the holder of the golden share is required in order for the resolution to be passed;
- the rules on participation in the General Meeting and the exercising of voting rights on the part of GDR holders are contained in the Custody Agreement concluded between the Bank of New York and OTP Bank Ltd.

INVESTOR RELATIONS

Institutional shareholders of OTP Bank Ltd. should contact the following address if they require further information:
OTP Bank Ltd. Investor Relations

1051 Budapest, Nádor utca 16. Telephone: (+36-1) 269-1693 Fax: (+36-1) 331-6312
e-mail: investor.relations@otpbank.hu

ANNOUNCEMENTS

OTP Bank Ltd. fulfills its disclosure obligations related to corporate events and prescribed in Act CXX of 2001 in Magyar Tőkepiac [Hungarian Capital Market] and on the website of the Budapest Stock Exchange (www.bet.hu).

INTERNET

The address of the Bank's website is www.otpbank.hu.



COMMITMENT TO SOCIAL CAUSES

Besides being a highly successful business, as Hungary's largest commercial bank OTP Bank Ltd. devotes considerable attention to activities and events that serve the public interest and benefit society as a whole, and, commensurate with the opportunities available to it, uses the financial means at its disposal to contribute to the achievement of socially important goals.

In accordance with its stated sponsorship philosophy, through its philanthropic activities the Bank participates as an active supporter, motivator and carer in the everyday lives of people and society, and it does so by creating opportunities that are essential for success in today's increasingly demanding world, by building and developing communities that offer security and strength, and by broadening and improving inter-generational relationships.

OTP BANK'S COMMITMENT TO THE CREATION OF OPPORTUNITY

Over the past decade in Hungary, many new social and cultural requirements have arisen as a result of EU convergence. These requirements have their roots and foundations in our everyday lives, and it is only a lack of funding that prevents them from being fulfilled. They may be related to culture, competitive or recreational sports, or to the various areas of civil society. This is why, besides its business activities, the Bank assists the needy and uses the resources at its disposal to create opportunities. Within its means, the Bank supports charitable initiatives aimed at improving the chances of individuals or of communities, and showing the way forward.

To this end the Bank is a major sponsor of Special Olympics Hungary, which is part of an international movement to assist the mentally handicapped in living a fuller life.

In the field of children's healthcare, since 1994 the Bank has been a key partner organisation to the International Children's Safety Service, which is dedicated to assisting children who have been disadvantaged for any reason. For this purpose, the Bank also organises fundraising programs.

Among the Bank's many charitable initiatives, the András Fáy Foundation, founded and run by the Bank, is particularly noteworthy. In 2003 the foundation decided to focus on the nurturing of talent, by offering research grants to the students at institutes of higher education in order to create the opportunity for them to achieve excellence and further develop their abilities.

OTP BANK'S COMMITMENT TO COMMUNITY-BUILDING AND BRIDGING THE GENERATION GAP

When formulating its sponsorship philosophy, the Bank had to recognise, in the course of its everyday charity work, that showing the way and creating opportunities would only be possible with the help of co-operative partners. Sponsorship and assistance are only really effective where the local community is capable of lending its support.

This is why the sponsorship of local civil and other organisations (police, fire brigades, schools and local councils, etc.), as well as important local sporting events (e.g. the Triathlon Team World Championship, IAAF Hammer Throwing World Final, OTP Bank Golf Cup) and sports clubs (e.g. Újpest Football Club, Fotex Veszprém FC, Univer KSE, Eger Water Polo Team, Kaposvár Klímavill KSE, Alba Regia SC) is treated as a key priority.

However, through decades of experience in the human side of customer relations, the Bank has learned that one of the most difficult tasks in community building is maintaining a dialogue and openness between people. This is why one of the goals of the Bank's sponsorship philosophy is the bridging of the generation gap.

OTP Bank uses the age-old means of art and culture to help resolve conflicts and bring the generations closer together, by supporting quality musical events (e.g. Zorán concert tour, the Tisza Water Festival, the Sziget [Island] Music Festival, the Szolnok Music Festival and the Győri Nyár [Győr Summer] Festival), civic cultural days, village fetes and theatre productions (e.g. Miskolc National Theatre, Gárdonyi Géza Theatre, Gyula Castle Theatre, Pécs National Theatre, the Petőfi Theatre in Veszprém, the Vörösmarty Theatre in Székesfehérvár).



COMBAT AGAINST MONEY LAUNDERING

In order to avoid that OTP Bank Ltd. be used for Money Laundering activities, we do everything to establish the true identity of any person/client demanding/applying for any services from the bank, and OTP Bank Ltd. shall not perform any transaction order given by a client who does not identify him/herself pursuant to the legal regulations.

In accordance with Act No. XXIV of 1994 on the prevention and impeding of Money Laundering, and the implementing Governmental Decree:

OTP Bank Ltd. operates an internal control and information system for the purpose of preventing of banking and financial transactions enabling or realising Money Laundering.

OTP Bank Ltd. has developed internal rules approved by the Supervisory Authority of Financial Institutions, and all of its employee are under a legal obligation to act in accordance with the provision of this Rules.

The employees of the Bank are to be perform their identifying and reporting obligations.

The performance of the reporting obligations shall not be regarded as a violation of bank, securities, insurance and business secrets.

Omission of the reporting obligation constitutes a crime punishable under the Penal Code.

OTP Bank Ltd. cooperates with the authorities to disclose any circumstances relating to Money Laundering.

OTP Bank Ltd.'s Announcement on its client-identification procedure as set out here is available in every premises of OTP Bank Ltd. open to clients.