



SHAREHOLDER *Information*

BOARD OF DIRECTORS OF OTP BANK



DR. SÁNDOR CSÁNYI
Chairman-CEO
OTP Bank Ltd.



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



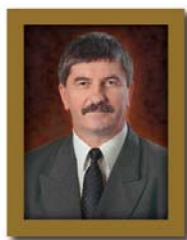
MIHÁLY BAUMSTARK
Chairman-CEO
Villány Vinery Ltd.



DR. TIBOR BÍRÓ
Head of Department
Budapest Economic College



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



DR. ISTVÁN KOCSIS
General Director
ÉMÁSZ Ltd.



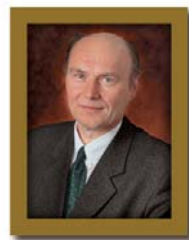
CSABA LANTOS
Deputy CEO
OTP Bank Ltd.



GÉZA LENK
Deputy CEO
OTP Bank Ltd.



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



DR. JÓZSEF VÖRÖS
Professor
Faculty of Economics, Pécs University

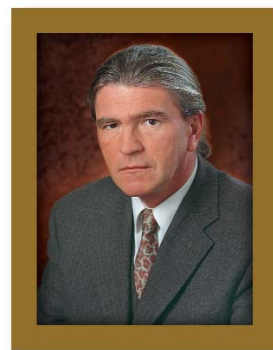
*S*UPERVISORY BOARD OF OTP BANK



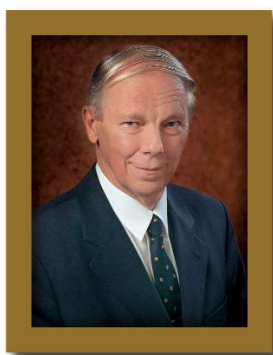
MRS. ZSÓFIA ZSAKÓ GYULAI
Managing Director
OTP Bank Ltd. Banking Operation Division



TIBOR TOLNAY
Chairman-CEO
Magyar Építők Ltd.



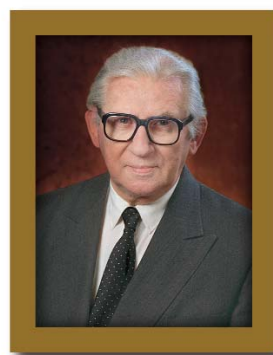
DR. GÁBOR HORVÁTH
Lawyer



DR. GÁBOR NAGY
Head of Codification Group
Accounting Division, Ministry of Finance



KLÁRA VÉCSEI
Deputy Managing Director
OTP Bank Ltd. "Northern Hungary Region"



DR. TIBOR ZIMÁNYI
Economist
(Till 26 April, 2002)

INFORMATION FOR SHAREHOLDERS

GENERAL COMPANY DETAILS

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

SHARE CAPITAL

The Bank's share capital on 31 December 2001 was HUF 28,000,001,000, represented by 28,000,0001 ordinary shares with a face value of HUF 1000 each, and one voting preference share with a face value of HUF 1,000 shares with a face value of HUF 1,000 each. (On 11 March 2002 the dematerialisation of the shares was completed. From the same date each ordinary share with a face value of HUF 1,000 was spitted into 10 ordinary shares with a face value of HUF 100 each. Since then, the Bank's share capital is HUF 28,000,001,000, represented by 280,000,000 ordinary shares with a face value of HUF 100 each, and one voting preference share with a face value of HUF 1,000.)

OWNERSHIP STRUCTURE ON 31 DECEMBER 2001

	Shareholder	Participation in share capital (share ownership)
Domestic shareholding	State (represented by ÁPV Ltd.) State budgetary organization APV Ltd.	1 voting preference (golden) share 0,1%
	Management and employees	2,2%
	Treasury shares	5,5%
	Other domestic investors	45,0%
	<i>Total</i>	<i>52,8%</i>
	Foreign shareholding	Foreign investors
Total		100,0%

STOCK EXCHANGE LISTING

Ordinary shares of the Bank are listed in Category "A" on the Budapest Stock Exchange. The Global Depository Receipts (GDRs) traded abroad and are listed on the Luxembourg Stock Exchange, Regulation S GDRs and are traded on SEAQ International in London. Rule 144A GDRs are traded in the PORTAL system. Till the share splitting each GDR represented 1 ordinary share after that 1 GDR represents 2 ordinary shares. The Depository agent of OTP GDRs is the Bank of New York and the custodial agent is OTP Bank (The stock exchange code of OTP shares is "OTP", Reuters: "OTPB.BU.")

PARTICIPATION AND VOITING 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 the Republic of Hungary.

A copy of the authorisation shall be deposited together with the shares – or, in the case of shareholders not required to deposit their shares, it shall be presented during the period specified for shareholders to deposit their shares – at the location specified in the invitation to the General Meeting.



SHAREHOLDER INFORMATION

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

- the holders of shares shall be effectively entered in the Company's Share Register.
- the voting right relating to the ownership of the shares shall not violate the provisions of the By-Laws, which circumstance shall be verified through monitoring by the Company following the receipt of notification from KELER.
- participation in the General Meeting and the exercise of the voting rights of the organisation exercising the ownership rights inherent in the golden share issued to the Hungarian state is governed by the general stipulations, notwithstanding that, in terms of certain issues specified in the Articles of Association of OTP Bank, the consent of the owner of the golden share is required for passing a resolution.
- The Custody Agreement signed between Bank of New York and OTP Bank Ltd. governs participation in the General Meeting and the exercise of voting rights of GDR owners.

DIVIDEND

The General Meeting of OTP Bank Ltd., held on 26 April 2002, passed a resolution that dividends for the business year 2001 shall be 27.5% of the face value of the 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.

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 17 JUNE 2002

Individual shareholders may make enquires on shares and dividends as well as resolutions passed on the General Meeting at the Secretariat of OTP Bank Ltd. Phone: (36-1) 312-5085

INVESTOR RELATIONS

Institutional Shareholders of OTP Bank Ltd. may request information related to the Bank at the following addresses:

OTP Bank Ltd., Investor Relations
H-1051 Budapest, Nádor u. 16. Phone: +(36-1) 269-1693, Fax: +(36-1) 331-6312
e-mail: investor.relations@otpbank.hu

ANNOUNCEMENTS

OTP Bank Ltd. fulfils its obligation related to corporate events and information reporting, pursuant to Act CXX. of 2001, in Magyar Tőkepiac (Hungarian Capital Market), the Stock Exchange Gazette, as well as in the national dailies Napi Gazdaság (Daily Economy) and Világgazdaság (World Economy).

INTERNET

Address of the Bank's Internet site: www.otpbank.hu

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