

Shareholder
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 KOCSIS
CEO
Paks Nuclear Power Plant Ltd.



CSABA LANTOS
Deputy CEO
OTP Bank Ltd.



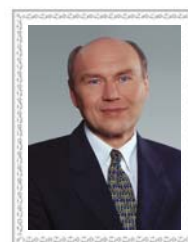
GÉZA LENK
Deputy CEO
OTP Bank Ltd.



DR. ANTAL PONGRÁCZ
Deputy CEO
OTP Bank Ltd.



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



DR. JÓZSEF VÖRÖS
Professor
Pécs University, Faculty of Economics



UPERVISORY BOARD OF OTP BANK LTD.



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*



DR. GÁBOR HORVÁTH

Lawyer



DR. SÁNDOR PINTÉR

*CEO
CIVIL Biztonsági Szolgálat Ltd.*



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

OTP BANK LTD.

The Bank's share capital as at 31 December 2002 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. (On 11 March 2002 the dematerialisation of the Bank's shares had been completed, at which point OTP ordinary shares of HUF 1,000 nominal value were split into 10 ordinary shares with a nominal value of HUF 100 each.)

OWNERSHIP STRUCTURE AS AT 31 DECEMBER 2002

Shareholder		Participation as a % of registered capital (ownership share)
Domestic shareholders	State	1 voting preference share
	State budgetary organizations	0.2%
	Managers and employees	2.8%
	OTP Bank Ltd.	5.5%
	Other domestic investors	10.7%
	<i>Total domestic ownership</i>	<i>19.2%</i>
Foreign shareholders	Foreign investors	80.8%
Total		100.0%

DIVIDEND

OTP Bank Ltd.'s General Meeting of 25 April 2003 passed a resolution to the effect that no dividends would be paid on ordinary shares from the profits of the 2002 financial year.

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).

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.

SHAREHOLDER INFORMATION

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. fulfils 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 RESPONSIBILITIES

The Bank, as a responsible member of society and a successful business, has contributed to the development of a sponsorship culture. The Bank's participation in the community has focused on alleviating the health and social problems of children, and on supporting culture and sports.

OTP BANK'S COMMITMENT TO HEALTH

In 2002 the most important aspect of the Bank's social involvement continued to be its support of child healthcare. Since 1994 the Bank has had a close cooperation with the International Child Rescue Service, which provides health care services to over 10,000 Hungarian and foreign children. In the framework of this project the Bank continued its tradition of collecting donations in cash-collection boxes kept at its branches as well as on the bank account that was set up in order to simplify the process of making donations. The money collected this way was donated to national or regional initiatives selected the Bank together with the Child Rescue Service.

The Bank took the dentist's bus that it had purchased for the Child Rescue Service to numerous events sponsored by the Bank or held in the regions, where medical examinations were provided together with various entertainment programs. In addition, the Bank assisted the Child Rescue Service in its work by participating in local events, purchasing tickets, donating gifts, and sponsoring the Service's media appearances.

The OTP Health Fund established in 2002 plays a pioneering role in promoting health preservation. The Fund provides assistance to its members in creating healthy lifestyles, conducting regular health tests, and by giving financial support for treatments and the purchase of medication and medical equipment.

Because OTP Bank is concerned about preserving the health of its employees, the Bank supports the membership of its employees in the health fund by contributing to their membership fees.

OTP BANK'S SUPPORTS HUNGARIAN CULTURE

In 2002 OTP Bank was the primary sponsor of several cultural events in Hungary, mainly theatre festivals (e.g. the Summer Festival in Esztergom), theatrical performances (e.g. Petőfi Theatre, Vörösmarty Theatre), cultural city events (e.g. Pécs's Days, villages' days) musical events (e.g. LGT Festival, Sztevanovity Zorán concerts).

OTP BANK'S COMMITMENT TO SPORT

Of the various national sporting events, the Bank, in acknowledgement of its wide customer base, actively supports large, public sporting events.

In 2002 OTP Bank supported several high-ranking international and Hungarian sports events such as the World Gymnastics Championships, the National Volleyball Festival, and the OTP Bank Golf Cup.

In the field of professional sports OTP Bank concluded a cooperation agreement with Újpest Football Club and has also provided support to several sports clubs outside the capital (e.g. DVSC, Fotex Veszprém).

Furthermore the Bank is a Gold Sponsor of the recently opened Budapest Arena.

COMMITMENT TO SOCIAL RESPONSIBILITIES

OTP BANK'S COMMITMENT TO EDUCATION

The Bank also promotes cooperation with institutions of higher education by providing financial support for professional training.

In order to support talented young people, each second year the Bank's Fáy András Foundation rewards students who win the Pro Scientia Gold Medal of the Hungarian National Scientific Student Conference.

OTP BANK'S COMMITMENT TO CUSTOMERS

In keeping with its decades-old traditions, OTP Bank celebrates World Savings Day throughout Hungary on the last working day of October in order to reinforce its relationship with its customers and partners. On this occasion the Bank organizes exclusive events where attendance is restricted to its most important partners and customers, and the Bank gives out the Fáy András Award to acknowledge the efforts of its partners' employees who have played an outstanding role in the cooperative relationship.

The Bank puts emphasis on acknowledging and rewarding not only its customers but also its employees. Therefore, on World Savings Day the Bank awards the Fáy András Award, the "For OTP Bank" Award, and various other titles to our most outstanding employees.

The Bank has traditionally worked closely and enjoyed excellent relations with local civil and various other organisations (police, fire brigade, schools, municipalities, etc.), which suggests that the Bank's importance, its activities, and its supporting and advisory role are widely recognised and appreciated.

OTP BANK'S COMMITMENT TO THE ENVIRONMENT

The largest Hungarian financial institution is committed to respecting environmental concerns in the course of its activities. The Bank has supported several environmental protection initiatives and assisted municipalities in fulfilling their environmental duties.

The Bank recycles paper in order to contribute to the community's environmental projects. The Bank plans not just to encourage employees to selectively recycle waste but eventually to create a paper-free office.

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