



## **Extraordinary announcement**

### **Announcement of the National Savings and Commercial Bank Ltd. Concerning the Company's General Meeting**

The Board of Directors of the National Savings and Commercial Bank Ltd. (OTP Bank Rt.) (H-1051 Budapest, Nádor u. 16.) herewith informs its shareholders that the Company will hold its Ordinary Annual General Meeting on Friday 29<sup>th</sup> of April 2005 at 10:00 a.m. in the Danubius Thermal & Conference Hotel Helia (H-1133 Budapest, Kárpát u. 62-64.).

#### **I. The agenda of the General Meeting:**

1. Report presented by the Board of Directors concerning the Company's 2004 business activities; acceptance of the 2004 Financial Reports (non consolidated and consolidated) prepared according to HAR; decision on the distribution of after tax profits.
2. Report of the Supervisory Board concerning its activity in 2004 and the 2004 Financial Reports (non consolidated and consolidated) prepared according to HAR and on the proposal regarding the distribution of after tax profits.
3. Report of the Bank's auditor concerning the results of the audit of the 2004 Financial Reports (non consolidated and consolidated) prepared according to HAR.
4. Report of the Board of Directors on the Bank's Business Policy for 2005.
5. Election of the Company's auditor, approval of the appointment of official responsible for auditing, setting the remuneration.
6. Election of members of the Supervisory Board.
7. Establishing the remuneration of the members of the Board of Directors and Supervisory Board.
8. Modification of the rules of procedure of the Supervisory Board.
9. Approval of the management share options programme for the years from 2005 to 2009.
10. Modification of points 5.16, 13.7, 13.8 of the By-Laws. (The amendment of the By-Laws requires  $\frac{3}{4}$ th majority of votes.)
11. Authorization of the Board of Directors to the acquisition of own shares.

- II.** The participation in the General Meeting and exercising the right to vote are subject to the following:
- a) the holders of shares shall be effectively entered in the Company's Share Register;
  - b) 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 deposit of shares or the receipt of notification from KELER.
- III.** Shareholders may participate in the General Meeting in person or through their authorised representatives. Authorisations must be issued in the form of a notarised deed or a private document with full validity as evidence.
- 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 till 22 of April 2005 at any of the OTP branches as specified in Article X.
- 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.
- IV.** Registration at the venue of the General Meeting starts at 8:00 a.m. and ends at 10:00 a.m. the latest.
- Following the registration if the conditions for attending the General Meeting and of exercising voting rights are met, at the venue of the General Meeting, the shareholder or his authorised representative – having provided proof of his identity and signed the record of participants – will receive the shareholder's voting coupons, entitling him to vote and participate in the General Meeting.
- V.** We would like to call the attention of our esteemed shareholders that attendance and voting at the General Meeting are subject to observing the provisions contained in articles II., III. and IV. of the present Announcement.
- VI.** Should the General Meeting fail to constitute a quorum by 11:00 a.m. on 29<sup>th</sup> of April 2005, the Board of Directors shall convene the General Meeting for 11:00 a.m. on 29<sup>th</sup> of April 2005, at the same venue, with the agenda specified under article I. This General Meeting shall be considered a quorum irrespective of the number of shareholders present.
- VII.** We inform our shareholders that the Information Leaflet concerning the registration into the Company's Share Register and participation in the General Meeting may be examined at the OTP branches designated and listed under Article X. of these presents from 4<sup>th</sup> of April 2005. We recommend to our shareholders who intend to participate in the General Meeting to liaise with the investment service provider who manages their securities account regarding the obligations and deadlines for the shareholder identification made by KELER.
- VIII.** The written documents of the General Meeting shall be available for inspection by the shareholders from 13<sup>th</sup> of April 2005 at the Budapest 5<sup>th</sup> District Branch Office of OTP Bank (H-1051 Budapest Deák Ferenc u. 7-9) and on the website of the Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)).

- IX.** We wish to call the attention of our non-resident (foreign) shareholders that according to the By-Laws of the Company, the aggregate voting rights of foreign shareholders on the AGM may not exceed 50% of the total voting rights represented by the shares entailing voting rights issued by the Company. This limitation shall be implemented by the delegate of the Board of Directors during the registration process of the AGM based on the order of arrival of the foreign shareholders.
- X.** The designated branches of OTP Bank Ltd.:

### **BUDAPEST**

I. district	Alagút u. 3.
I. district	Iskola u. 38-42.
I. district	Széna tér 7.
II. district	Margit krt. 8-10.
II. district	Fény u. 11-17.
II. district	Szépüvölgyi út 4/b.
II. district	Törökvész u. 1/a.
II district	Húvösvölgyi u. 138.
III. district	Flórián tér 15.
IV. district	Erzsébet u. 50.
V. district	Deák F. u. 7-9.
V. district	Nádor u. 6.
V. district	Nádor u. 16.
V. district	Ferenciek tere 11.
V. district	Szent István krt. 1.
V. district	Szabadság tér 7-9
V. district	Széchenyi rkp. 19.
V. district	Nyugati tér 9.
VI. district	Andrássy út 23.
VI. district	Andrássy út 83-85.
VI. district	Oktogon tér 3.
VII. district	Király u. 49.
VII. district	Károly krt. 1.
VIII. district	József krt. 33.
VIII. district	József krt. 53.
IX. district	Tinódi u. 9-11.
X. district	Kőrösi Csoma sétány 6.
XI. district	Bartók Béla út 92-94.
XI district	Jagelló út 20/a.
XI. district	Móricz Zs. körtér 18.
XI. district	Gazdagréti tér 7.
XII. district	Böszörményi út 9-11.
XII. district	Apor Vilmos tér 11-12.
XIII. district	Tátra u. 10.
XIII. district	Pozsonyi út 38.
XIII. district	Babér u. 9.
XIV. district	Nagy Lajos király útja 19-21.

XIV. district	Thököly út 102/b.
XV. district	Szentmihályi út 131.
XV. district	Fő u. 64.
XVI. district	Sashalom, Jókai u. 1/b.
XVII. district	Ferihegyi út 93.
XVIII. district	Üllői út 377.
XIX. district	Üllői út 285.
XX. district	Kossuth L. u. 44-46.
XXI. district	Kossuth L. u. 99.
XXII. district	Budafok, Kossuth L. u. 31.
XXII. district	Nagytétényi út 27-47.
XXIII. district	Grassalkovich u. 160.

## COUNTIES

### Baranya County

Pécs, Rákóczi út 44.  
 Pécs, Diana tér 14.  
 Pécs-Újmecsekalja, Ybl Miklós u. 7/3  
 Komló, Kossuth L. u. 95/1.  
 Mohács, Jókai u. 1.  
 Siklós, Felszabadulás útja 60-62.  
 Szigetvár, Vár u. 4.  
 Villány, Baross G. u. 36.

### Bács-Kiskun County

Kecskemét, Szabadság tér 1/a.  
 Kecskemét, Szabadság tér 5.  
 Kecskemét, Széchenyi tér 12-14.  
 Tiszakécske, Béke tér 6.  
 Izsák, Szabadság tér 1.  
 Baja, Deák F. u. 1.  
 Kalocsa, Szent István király u. 43-45.  
 Kiskőrös, Petőfi tér 13.  
 Kiskunhalas, Bokányi D. tér 5-7.  
 Kiskunfélegyháza, Petőfi tér 6-7.  
 Kiskunmajsa, Csendes köz 1.  
 Solt, Aranykulcs tér 6.  
 Bácsalmás, Szent János u. 32.  
 Soltvadkert, Szentháromság u. 4.  
 Kecel, Császártöltés u. 1.

### Békés County

Békéscsaba, Szent István tér 3.  
 Békéscsaba, Andrassy u. 29-33.  
 Békés, Széchenyi tér 2.  
 Gyomaendrőd, Fő u. 173.-179.  
 Gyula, Hétvezér út 2-6.  
 Mezőberény, Kossuth tér 12.  
 Mezőkovácsháza, Hársfa u. 1-3.  
 Orosháza, Kossuth u. 20.  
 Szarvas, Kossuth tér 1.  
 Szeghalom, Tildy u. 4-8.

### Borsod-Abaúj-Zemplén County

Miskolc, Szemere u. 5.  
 Miskolc, Széchenyi u. 15-17.  
 Miskolc, Győri kapu u. 51.  
 Miskolc, Árpád u. 2.  
 Ózd, Vasvár út 125.  
 Edelény, Tóth Árpád u. 1.  
 Kazincbarcika, Egressy B. u. 50.  
 Mezőkövesd, Mátyás király u. 149.  
 Putnok, Kossuth u. 45.  
 Sajószentpéter, Bethlen G. u. 1/a.  
 Sárospatak, Eötvös J. u. 2.  
 Sátoraljaújhely, Széchenyi tér 13.  
 Szerencs, Kossuth tér 3/a.  
 Tiszaújváros, Kazinczy u. 9.  
 Füzesabony, Rákóczi u. 83.  
 Lőrinci, Szabadság tér 25/a.

### Csongrád County

Szeged, Takaréktár u. 7.  
 Kistelek, Rákóczi u. 3.  
 Mórahalom, Szegedi u. 3.  
 Szentes, Kossuth u. 26.  
 Csongrád, Szentháromság tér 2-6.  
 Hódmezővásárhely, Andrassy út 1.  
 Makó, Széchenyi tér 14-16.

### Fejér County

Székesfehérvár, Ősz u. 13.  
 Bicske, Bocskai köz 1.  
 Sárbogárd, Ady E. u. 170.  
 Dunaújváros, Dózsa György u. 4/e.  
 Mór, Deák F. u. 24.

### Győr-Moson-Sopron County

Győr, Teleki L. u. 51.  
 Győr, Kormos I. u. 6.  
 Sopron, Várdistrict u. 96/a.  
 Mosonmagyaróvár, Fő u. 24.  
 Csorna, Soproni u. 58.  
 Kapuvár, Szent István király u. 4-6.  
 Fertőszentmiklós, Szerdahelyi u. 2.

**Hajdú-Bihar County**

Debrecen, Hatvan u. 2-4.  
 Debrecen, Piac u. 45-47.  
 Balmazújváros, Debreceni u. 2.  
 Berettyóújfalu, Oláh Zs. u. 1.  
 Püspökladány, Kossuth u. 2.  
 Hajdúböszörmény, Kossuth u. 14-16.  
 Hajdúnánás, Köztársaság tér 17-18.  
 Hajdúszoboszló, Szilfákajla u. 6-8.  
 Biharkeresztes, Kossuth u. 4.  
 Derecske, Köztársaság u. 111.  
 Polgár, Barankovics tér 15.  
 Nádudvar, Fő u. 119.

**Heves County**

Eger, Széchenyi u. 2.  
 Hatvan, Kossuth L. tér 8.  
 Gyöngyös, Fő tér 1.  
 Heves, Hősök tere 4.

**Jász-Nagykun-Szolnok County**

Szolnok, Szapáry u. 31.  
 Solnok, Nagy I. krt. 2/a.  
 Jászberény, Lehel vezér tér 28.  
 Tiszafüred, Piac tér. 3.  
 Törökszentmiklós, Kossuth u. 134-136.  
 Karcag, Kossuth L. tér 15.  
 Mezőtúr, Szabadság tér 29.

**Komárom-Esztergom County**

Tatabánya, Fő tér 32.  
 Dorog, Bécsi u. 48.  
 Komárom, Mártírok u. 23.  
 Tata, Ady E. u. 1-3.  
 Esztergom, Rákóczi tér 2-4.  
 Nyergesújfalu, Kossuth u. 126.  
 Oroszlány, Rákóczi u. 84.  
 Kisbér, Városház tér 1.

**Nógrád County**

Salgótarján, Rákóczi út 22.  
 Balassagyarmat, Rákóczi út 44-46.  
 Pásztó, Nagymező út. 12.  
 Rétság, Rákóczi út. 30.

Szécsény, Feszty Árpád út. 1.

**Pest County**

Budapest, Semmelweis u. 11.  
 Cegléd, Szabadság tér 6.  
 Dabas, Szent István u. 68.  
 Vác, Széchenyi u. 3-7.  
 Budakeszi, Fő u. 181.  
 Érd, Budai u. 24.  
 Gödöllő, Szabadság tér 12-13.  
 Monor, Kossuth L. u. 88/b.  
 Vecsés, Fő u. 170.  
 Nagykőrös, Szabadság tér 2.  
 Nagykáta, István király u. 3-5.  
 Ráckeve, Szent István tér 3.  
 Szigetszentmiklós, Losonczy u. 1.  
 Kiskunlacháza, Dózsa Gy. u. 219.  
 Szentendre, Dumtsa J. u. 6.  
 Dunakeszi, Barátság u. 29.  
 Százhalombatta, Szent J. tér 8.  
 Budaörs, Szabadság út 131/a.

**Somogy County**

Kaposvár, Széchenyi tér 2.  
 Kaposvár, Fő u. 12.  
 Marcali, Rákóczi u. 6-10.  
 Nagyatád, Széchenyi tér 15.  
 Siófok, Szabadság tér 10/A.  
 Barcs, Séta tér 5.  
 Fonyód, Ady E. u. 25.  
 Balatonboglár, Dózsa Gy. u. 1.

**Szabolcs-Szatmár-Bereg County**

Nyíregyháza, Rákóczi út 1.  
 Fehérgyarmat, Kossuth tér 5.  
 Kisvárd, Szent László u. 30.  
 Mátészalka, Szalkay L. u. 34.  
 Nyírbátor, Zrínyi u. 1.  
 Tiszavasvári, Kossuth L. u. 12.  
 Vásárosnamény, Szabadság tér 28-31.

**Tolna County**

Szekszárd, Szent István tér 5-7.  
 Tolna, Kossuth L. u. 31.  
 Paks, Dózsa Gy. u. 33.

Tamási, Szabadság u. 31.  
Bonyhád, Szabadság tér 10.  
Dombóvár, Dombó Pál u. 3.  
Dunaföldvár, Béke tér 11.

### **Vas County**

Szombathely, Fő tér 3-5.  
Szombathely, Király u. 10.  
Körmend, Vida J. u. 2.  
Sárvár, Batthyányi u. 2.  
Kőszeg, Kossuth u. 8.  
Szentgotthárd, Mártírok u. 2.  
Celldömölk, Kossuth u. 18.  
Bük, Kossuth L. u. 1-3.  
Vasvár, Alkotmány u. 2.  
Fertőd, Fő u. 9.

### **Veszprém County**

Veszprém, Budapest u. 4.  
Ajka, Szabadság tér 18.  
Balatonfüred, Petőfi S. u. 8.  
Pápa, Fő út 5.  
Tapolca, Fő tér 2.  
Várpalota, Újlaki u. 2.  
Zirc, Rákóczi tér 15.

### **Zala County**

Zalaegerszeg, Kisfaludy u. 15-17.  
Keszthely, Kossuth u. 38.  
Lenti, Dózsa Gy. u. 1.  
Letenye, Szabadság tér 9.  
Nagykanizsa, Deák tér 15.  
Nagykanizsa, Ady E. u. 6.  
Hévíz, Erzsébet Királyné u. 11.  
Zalaszentgrót, Batthyány u. 11.

**Budapest, 25th of March, 2005**

**The Board of Directors  
OTP Bank**