



# 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*



**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*



**GYÖRGY ENDRŐDI**  
*Deputy CEO*  
*OTP Bank Ltd.*



**DR. JUDIT HORVÁTH \*\***  
*Lawyer*

*\* from April 25, 2001*  
*\*\* until April 25, 2001*

# *S*UPERVISORY BOARD OF OTP BANK



**MRS. ZSÓFIA ZSAKÓ GYULAY**  
*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*

# INFORMATION FOR SHAREHOLDERS

## GENERAL COMPANY DETAILS

HEAD OFFICE OF OTP BANK LTD.:

H-1051 Budapest, Nádor street 16. • Phone: (36-1) 353-1444 • Fax: (36-1) 312-6858

## SHARE CAPITAL

The Bank's share capital on 31 December 2000 was HUF 28,000,001,000, represented by 28,000,001 shares with a face value of HUF 1,000 each.

## OWNERSHIP STRUCTURE ON 31 DECEMBER 2000

	Shareholder	Participation in share capital (share ownership)
Domestic shareholding	State (represented by ÁPV Ltd.)	1 voting preference (golden) share
	ÁPV Ltd.	0,2%
	Local municipalities	0,7%
	Management and employees	4,1%
	Treasury shares	2,9%
	Other domestic investors	50,1%
	<i>Total</i>	<i>58,0%</i>
Foreign shareholding	Foreign investors	42,0%
<b>Total</b>		<b>100,0%</b>

## DIVIDEND

The General Meeting of OTP Bank Ltd., held on 25 April 2001, passed a resolution that dividends for the business year 1999 shall be 20% 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.
- Shareholders physically holding their shares shall present their shares at the place of payment; with identification of the shareholder, verification of ownership on the basis of the Share Register; and hand-over of the dividend coupon.
- 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 receipt of the dividend coupons from the custodian or KELER Ltd., 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

Ordinary shares of the Bank are listed in Category "A" on the Budapest Stock Exchange. The Global Depository Receipts (GDRs) traded abroad and each representing 1 ordinary share, are listed on the Luxembourg Stock Exchange and are traded on SEAQ International in London. Rule 144A GDRs are traded in the PORTAL system. 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: "OTP.BU.") Registered dividend preference shares of the Bank are listed in Category "B" on the Budapest Stock Exchange (The stock exchange code is "OTPELS")



## SHAREHOLDER INFORMATION

### DIVIDEND PAYMENT LOCATIONS

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 18 JUNE 2001

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

### 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. 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.

**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 shareholders shall deposit their shares not later than by 18th of April 2001, against a certificate of receipt. In the case of foreign shareholders the deposit of the certificate of the domestic credit institution acting as the custodian of the shareholder is sufficient. Shareholders are not required to deposit their shares or deposit certificates of shares the depositing of which has been certified by the notification issued by the Central Clearing House and Depository (Budapest) Ltd. (KELER Ltd.) indicating the owners of the shares by serial numbers.
- 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.
- 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.

### 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 street 16. Telefon: (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 CXI. of 1996, 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](http://www.otpbank.hu)

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