



May 24, 2006

## **Announcement on Dividend payment of OTP Bank Ltd.**

The Annual General Meeting of OTP Bank Ltd. (Országos Takarékpénztár és Kereskedelmi Bank Rt.), held on 28th of April 2006 has decided to pay 197% dividend per share for both common and voting preference shares from the profits of the business year 2005.

The Bank, based on the resolution of the AGM is increasing this per share dividend with the per share amount of dividend calculated on the treasury shares – corresponding with the regulations of Budapest Stock Exchange as well. Accordingly the exact amount of dividend to be paid for each ordinary share having a face value of HUF 100 shall be HUF 210.69471825. The amount of effective dividend for each shareholder of ordinary shares shall be based on the number of shares owned and shall be established to the full forint, as per regulations of valid law. The amount of effective dividend for the voting preference share having a face value of HUF 1,000 shall be HUF 2,107.

### **I. General rules of dividend payment**

1. The first day of the dividend payment is Monday, 12th of June 2006. According to Article 13.10. of OTP Bank Ltd.'s Article of Association the Company shall not be obliged to pay dividend on the shareholder's first time claim for dividend beyond five years following the date of beginning the payment of dividends.
2. Precondition of dividend payment is that the share ownership of the shareholder shall not violate the provisions of the Act CXII of 1996 (Hpt.).
3. Further condition for dividend payment is that the owner of the registered share shall be effectively entered in the Share Register of the Company. To register the following data must be made available for OTP Bank Ltd:
  - a) name of the shareholder (company name);
  - b) exact address of the shareholder (head-quarters);
  - c) in case of natural persons, the nationality and mother's maiden name;
  - d) in case of joint ownership the data as determined in points a, b and c above for the owners and their joint representative;
  - e) the date of share purchase.

### **II. The mode of dividend payment**

1. According to the point 13.5 of Article of Association and the relevant rules of KELER Ltd., OTP Bank Ltd. requests KELER Ltd. for ownership identification, valid on the starting day of dividend payment as corporate action.

2. We call our shareholders' attention that according to the relevant rules of KELER Ltd., it provides ownership identification based on the data received from the depositaries managing the shareholder's account(s).
3. OTP Bank Ltd. registers the shareholder in the Shareholders' Register relying upon the data according to the items I./3./a-e sent by KELER Ltd.
4. After registering the shareholder and verifying the Shareholders' Register, OTP Bank transfers the dividend to the depositary or to the shareholder's bank account if the shareholder so instructed the Bank by way of the depositary.

### III. Taxation rules

1. For domestic natural persons the dividend is paid only if the taxation identification number is provided to the Bank by KELER Ltd.

In case of missing taxation identification number no dividend is paid by OTP Bank Ltd. until it is presented.

2. For foreign shareholders the preferential taxation assured by the agreement between Hungary and the given country to avoid double taxation can be applied by OTP Bank Ltd. if (1) the copy of the authentic translation of a document issued in the current year by the foreign tax authority to certify the shareholder's foreign residence furthermore (2) the authentic translation of profit drawing declaration issued in the current year by the shareholder or by the securities account manager on behalf of the shareholder (in case it is relevant regarding the taxation obligation) is sent by the shareholder or on its behalf by the depositary
  - a) when the shareholder keeps its securities account with OTP Bank Ltd., to its account keeping branch of OTP Bank Ltd.
  - b) when the shareholder keeps its securities account with other depositary, to the Money and Securities Market Back Office Directorate of OTP Bank Ltd. (H-1131 Budapest, Babér u. 9.).

Lacking these documents general dividend taxes will be deducted from dividends of natural or legal person residing abroad.

Natural persons with foreign residence - if they don't have taxation identification number - must in every case beside the certificates of foreign residence and profit drawing party present their passport numbers independent from the fact whether there is valid agreement to avoid double taxation with their country of residence. OTP Bank Ltd. can't pay the dividend until the passport number (or the number of an other document so determined by international agreement) is provided.

Natural persons with foreign residence can claim back the difference of the subtracted dividend tax and their preferential tax subtraction at the North Budapest Regional Directorate (Észak-budapesti Igazgatóság) of APEH (the Hungarian tax authority) relying upon the certificate issued at the payment, the certificate of foreign residence, the declaration of profit drawing party and the certificate of profit drawing party.

3. For legal persons with Hungarian residence the total amount of the dividend is paid since OTP Bank is not obliged to deduct taxes, domestic legal persons are exempt from dividend taxes.

4. In case foreign shareholders receive dividend payment through nominee, for the purpose of the tax certificate to be issued by OTP Bank as a paying agent, the nominee has to declare the relevant data of the foreign shareholder (name of the foreign beneficiary, taxation number and/or tax identification number; or lacking these the passport number, residence/domicile, place and date of birth, nationality and HUF amount of the dividend paid/to be paid).

In case the authorized person on behalf of the shareholder claims that the holders or part of them are classified as non natural persons, the dividends due to them will be paid out by OTP Bank without tax deduction. If the authorized person won't make such claim prior to the dividend payment, then the such an amount is going to be deducted which is applicable for Hungarian natural persons.

The authorized person later can reclaim the deducted amount from the North Budapest Regional Directorate of APEH (the Hungarian Tax Authority).

**Board of Directors**

**OTP Bank Ltd.**