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Extraordinary announcement

OTP Bank Nyrt. announced on 21 December 2007 that it was in the process of selecting an insurance partner, which would purchase the life and non-life insurance business of OTP Garancia Biztosító Zrt. (**OTP Garancia**). OTP Bank Nyrt. selected Groupama (**Groupama**) as its insurance partner and will enter into an agreement with Groupama today.

Subject to the prior approval of the Hungarian Financial Supervisory Authority, upon signing of the contractual documentation that is subject to the receipt of all necessary regulatory and competition approvals and certain other conditions, Groupama will undertake to buy 100 per cent. of the shares in OTP Garancia, as well as to acquire the minority stakes held by the local subsidiaries of OTP Bank Nyrt. in the Romanian, Slovak and Bulgarian subsidiaries of OTP Garancia (the **Transaction**). As a result of the Transaction, Groupama will acquire 100 per cent of both the life and non-life insurance businesses of OTP Bank Nyrt. in Hungary, Slovakia, Romania and Bulgaria.

Furthermore, as part of the Transaction and subject to certain conditions, OTP Bank Nyrt. and Groupama will enter into co-operation agreements allowing for (in some jurisdictions exclusive) cross-selling of banking and insurance products through the respective parties' branch networks in Hungary, Slovakia, Romania, Bulgaria, Ukraine, Russia, Serbia, Montenegro and Croatia.

As part of this strategic co-operation between OTP Bank Nyrt. and Groupama, subject to certain conditions, Groupama will undertake to buy up to 8 per cent. of the shares in OTP Bank Nyrt, in two steps. In order to facilitate the Transaction, subject to the agreements to be entered into by the relevant parties and the completion of the Transaction, Deutsche Bank AG, London Branch will, upon completion of the Transaction, deliver approximately 5 per cent. of OTP Bank Nyrt. shares to Groupama. In the event the above referred conditions (such as the receipt of regulatory approvals) are not satisfied and therefore the Transaction does not complete, Deutsche Bank AG, London Branch will cash-settle the agreement entered into with OTP Bank Nyrt.

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