

#### **PUBLIC OFFERING**

Pursuant to the regulation of Board of Directors No. 127/2017. (02. November) of the Takarék Mortgage Bank Co. Plc's (registration number: 01-10-043638, date of registration: 18 March 1998, head office: 1082 Budapest, Üllői út 48.) (hereafter: "Issuer", Takarék Nyrt." or "Bank") and to the approval of Board of Directors of the Bank of Hungarian Savings Cooperatives Co. Ltd. (head office: 1122 Budapest, 1122 Budapest, Pethényi köz 10.), and to the Statement as of 18. December 2017 the Issuer launches its Issue Program 2018-2019 with a HUF 200 billion total nominal value for issuance of Hungarian Covered Mortgage Bonds (jelzáloglevelek) and Notes, within the frameworks of it the Issuer is planning to issue different registered covered mortgage bonds' and bonds' series and within the series different tranches. The Issuer at its own discretion may introduce the series into the Budapest Stock Exchange. Since there is no universal responsibility between the Issuer and the Managers, pursuant to the section 38 subsection 4/b of Act CXX of 2001 on the Capital Market the securities issued under the auspices of the Base Prospectus have extraordinary risks. The Issuer publishes its Base Prospectus on the website of its own and of the BSE the hard copies are available at the selling places.

The number and date of the license granted by the National Bank of Hungary (NBH) to publish the Base Prospectus of the Issue Program and the disclosure of the public issue: H-KE-III-100/2018 23. February 2018.

Pursuant to the Issue Program referred above the Issuer publicly offers to issue on 27 August 2018 the forth tap of Takarék Covered Mortgage Bond series FJ23NF01 and the Takarék Nyrt. will initiate to introduce the series into the BSE. The basis of the issue: the resolution No 43./2018 (17 August 2018) of the Assets/Liabilities Committee.

This document is the Final Terms of the covered mortgage bond series detailed below. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the covered mortgage bonds set forth in the Base Prospectus dated 3 March 2017 (Base Prospectus). This document constitutes the Final Terms of the covered bonds described herein for the purposes of Article 5.4 of the Prospectus Directive (Directive 2003/71/EC) (the Prospectus Directive) and must be read in conjunction with the Base Prospectus. The Base Prospectus and the Supplements will be publishes on the basis of Article 14 of the Prospectus Directive 2003/71/EC.

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1. Takarék Mortgage Bank Co. Plc. Issuer:

(Takarék Jelzálogbank Nyilvánosan Működő

Részvénytársaság)

1 (Under Issue Program 2018-2019) 2. Series Number: (a)

Tranche Number:

3. Offered volume: HUF 6,000,000,000 HUF Six billion

> The Issuer reserves the right to deviate from the quantity announced or to declare the auction unsuccessful depending on the bids received. In case of an unsuccessful auction, the total

amount of bids will be refused.

Aggregate Nominal Amount: 4.

Series: HUF 11.949.990.000 (a) (b) Tranche: Minimum HUF 100,000,000

Specified Currency or Currencies: HUF 5.

Issue Price (per Mortgage Bond): 6. Not Applicable HUF 10,000 **Specified Denominations:** 7.

8.

9.

(b)

Number of pieces (a) Series: 1,194,999 pieces

(b) Tranche: Minimum 10,000 pieces 27.08.2018 (a) Issue Date:

Interest Commencement Date: 07.03.2018 (b) 29.08.2018 10. Date of Settlement 29.08.2018 11. Value Date: Maturity Date: 10.01.2023

12 13. Tenor: 07.03.2018-10.01.2023 14. Interest Basis: Fix interest rate

15 Redemption/Payment Basis: Redemption at the Specified Denomination 16 Change of Interest Basis or Redemption/ Payment

Basis:

Not Applicable

17.Put/Call Options: Not Applicable 18.Method of the issuance: Public offering

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

19.Fixed Rate Mortgage Bond Provisions	Applicable
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(i) Rate(s) of Interest: 1.45 per cent, per annum payable annually in arrear

Interest Payment Date(s): 10 January in each year up to and including the Maturity Date. (ii)

Short first coupon: on 10. January 2019 HUF123 per Specified

Denomination

(iii) Fixed Coupon Amount per Mortgage

Bond:

HUF 145 per Specified Denomination

Broken Amount(s): Not Applicable (iv) Day Count Fraction: Actual/Actual (ICMA) (v)

Business Day Convention: Following Business Day Convention (vi) Determination Date(s): 10 January in each year thereafter (vii)

Party responsible for calculating Paying Agent Takarék Commercial Bank Zrt. (1082 Budapest, (viii) amounts payable:

Üllői út 48.)

None

(ix) Compound interest: 0.6952 per cent on 29.08.2018

(x) Other terms relating to the method of calculating interest for Fixed Rate

Mortgage Bonds: Gross yield

Not Applicable Not Applicable

20 Floating Rate Mortgage Bond Provisions

21. **Zero Coupon Mortgage Bond Provisions** Not Applicable

22. **Index Linked Interest Mortgage Bond** Not Applicable

**Provisions** 

(xi)

### PROVISIONS RELATING TO REDEMPTION

23. Issuer Call: Not Applicable 24. Investor Put: Not Applicable

> default and/or the method of calculating the same (if required or if different from that set out

25. Final Redemption Amount: HUF 10,000 per Specified Denomination

Early Redemption Amount payable on 26. Condition 5(d) is applicable redemption for taxation reasons or on event of

in Condition 5(d)):

### GENERAL PROVISIONS APPLICABLE TO THE MORTGAGE BONDS

27. The type of the Covered Mortgage Bonds: Registered Covered Mortgage Bonds

Dematerialised Covered Mortgage Bonds and the Deed 28. Details relating to the appearance of Mortgage

Bonds:

29. Representation of the Covered Mortgage Bonds None Planned dates of the issuance of new tranches:

Holders:

30.

According to the decision of the Issuer's Asset/Liability

Committee Not Applicable

Additional Financial Centre(s) or other special 31.

provisions relating to Payment Dates:

32. Details relating to Partly Paid Mortgage Bonds: amount of each payment comprising the Issue Price and date on

Not Applicable

which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Mortgage Bonds and interest due on late payment:

33. Change of denomination 34. Other final terms:

Not Applicable Not Applicable

**DISTRIBUTION** 

35. If syndicated, names of

Managers:

Concorde Értékpapír Zrt. 1123 Budapest, Alkotás u. 50., Erste Befektetési Zrt. 1138 Budapest Népfürdő utca 24-26.,

MKB Bank Zrt. 1056 Budapest, Váci utca 38.,

Magyar Takarékszövetkezeti Bank Zrt. 1122 Budapest,

Pethényi köz 10. Not Applicable

36. Stabilising Manager (if any): 37.

Market Makers (best effort/binding)

Concorde Értékpapír Zrt. 1123 Budapest, Alkotás u. 50.,

(best effort)

Erste Befektetési Zrt. 1138 Budapest Népfürdő utca 24-26.,

(best effort)

MKB Bank Zrt. 1056 Budapest, Váci utca 38., (best effort) Magyar Takarékszövetkezeti Bank Zrt. 1122 Budapest,

Pethényi köz 10. (binding)

38. Methods of public issuance:

(i) Date of auction/ Subscription:

27.08.2018 10:00 - 11:00 CET (competitive section: 10:00-

10:50; non-competitive section 10:50-11:00)

(ii) Place of auction/ Subscription:

(iii) Manager:

Budapest Stock Exchange

Magyar Takarékszövetkezeti Bank Zrt. 1122 Budapest,

Pethényi köz 10 Not applicable

(iv) Upper limit: (v) Lower limit:

> Not applicable. If the Covered Mortgage Bonds offered by the Issuer for sale are not purchased because no appropriate purchase price is received on the above mentioned accounts, the Issuer might decide not to issue any bonds. The mode of refunding will be discussed under

the heading 'Refunding'.

(vi) Auction limit/ Subscription price:

(vii) Auction bid / subscription lower and/or upper

limit:

Not applicable

Not applicable

(viii) Method and date of allocation: Pursuant to the point (Allocation) of the section IV.5.2 (Rules

of the auctions) 5.2.1.6 Allocation sub-point of the Base Prospectus of the Issue Program 2018-2019, on 27.08.2018.

(ix) The ratio of the non competitive bids and total bids

(x) The ratio of the non competitive bids and the competitive bids by members of BSE sections:

(xi) Date and place of the allocation:

39. Place of the issuance:

40. Potential investors:

Not applicable Not applicable

27.08.2018 12:30 CET BSE

Resident and non-resident natural persons and institutional

investors, limited partnerships

41. Additional selling restrictions: Not Applicable

# **PROCEDURE**

42. Clearing and Settlement: KELER Zrt. 1074 Budapest, Rákóczi út 70-72.

43. Any clearing system(s) other than KELER and the Not Applicable

relevant identification number(s):		
44. Delivery:	DVP	
45. Effectuation:	Hungary	
46. Crediting:	On security accounts	
47. Other paying Agent(s):	Not Applicable	
48. Isolated deposit accounts and fax numbers, and e-mail address of the Managers:	Concorde Értékpapír Zrt. 14400018-12281248-10060012 fax: 36-1-4892201 e-mal: <a href="mailto:a.vidovszky@con.hu">a.vidovszky@con.hu</a> Erste Befektetési Zrt. 14400018-10361966-10060012 fax: 2355190 e-mail. <a href="mailto:norbert.siklosi@erstebroker.hu">norbert.siklosi@erstebroker.hu</a> MKB Bank Zrt. 10300002-20191196-70383285, fax. 36-1-2687019 e-mail: <a href="mailto:treasurytrading@mkb.hu">treasurytrading@mkb.hu</a> Magyar Takarékszövetkezeti Bank Zrt. 19017004-00201153 fax: 36-1-2012576, e-mail: <a href="mailto:konya.peter@takarek.hu">konya.peter@takarek.hu</a> Takarék Nyrt: 16801680-09012503	
49. Disbursements, place of payments:	Pursuant to the point 4. (Disbursements) of the section IV.4/A (Terms and conditions of the covered mortgage bonds) of the Base Prospectus of the Issue Program 2018-2019.	
50. ISIN code:	HU0000653076	
51. Ticker code:	FJ23NF01	
52. Other:	Not Applicable	
GENERAL INFORMATION		
53. Use of Proceeds:	The Bank uses the proceeds for the sources of refinancing activity.	
54. Market making:	Takarékszövetkezeti Bank Zrt. is a binding market maker, the other Managers are entitled but not obliged to act as a market maker for one year from the first day of the listing	
55. Notices, place of disclosure of information	The Public Offering, the Final Terms, the Base Prospectus, an all ordinary and extraordinary notices to Investors with respect to the Notes issued through a public issue shall be published on the website of the Issuer ( <a href="www.takarekjzb.hu">www.takarekjzb.hu</a> ), of the NBH ( <a href="www.kozzetetelek.hu">www.kozzetetelek.hu</a> ) and of the BSE ( <a href="www.bse.hu">www.bse.hu</a> ). Pursuant to the Decree of Ministry of Finance No. 24/2008 (VIII. 15) the Issuer publishes the regulated information at homepages of the media called Portfolio. The hard copies of the Base Prospectus are available at the selling points.	
56. Notes:	The Public Offering, the Final Terms, the Base Prospectus, an all ordinary and extraordinary notices to Investors with respect to the Notes issued through a public issue shall be published on the website of the Issuer ( <a href="www.takarekjzb.hu">www.takarekjzb.hu</a> ), of the NBH ( <a href="www.kozzetetelek.hu">www.kozzetetelek.hu</a> ) and of the BSE ( <a href="www.bse.hu">www.bse.hu</a> ). Pursuant to the Decree of Ministry of Finance No. 24/2008 (VIII. 15) the Issuer publishes the regulated	

information at homepages of the media called Portfolio.

57. Governing law:

Hungarian law

## **OTHER CONDITIONS**

58. Listing and admission to trading application:

(a) Listing: The Issuer will initiate the listing of the series on the BSE

(b) Listing Agent: Not applicable

(c) Decision on listing: Resolution 43./2018 (17.08.2018) of the Issuer's

Asset/Liability Committee (EFB)

59. Rating: The Issuer's HUF and FX denomination long and short term

deposit rating: B1 (Moody's),

The Covered Mortgage Bonds' rating: Baa1 (Moody's)

60. Licence:

The number and date of the license granted by the National Bank Of Hungary (NBH) to publish the Base Prospectus of the Issue Program and the disclosure of the public issue H-KE-III-100/2018. 23. February 2018.

The base of the issue of the series FJ23NF01: the resolution No. 43./2018 (17 August, 2018) of the Assets/Liabilities Committee.

61. Interest of the natural and legal entities taking part in the None

issuance.

62. Cost of the issuance: Less, than 1 per cent. of the total volume to be issued

63. Yield: Not Applicable

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Mortgage Bonds described herein pursuant to the HUF 200,000,000,000 Mortgage Bond and Note Program (2018-2019) of Takarék Mortgage Bank Co. Plc. (*Takarék Jelzálogbank Nyilvánosan Működő Részvénytársaság*).

The date of the Statement of the Property Supervisor: 15.08.2018.

Annex: the Summary of the given Issue is available only in the Hungarian version of the Final Terms.

Budapest, 22.08.2018.

Takarék Mortgage Bank Co. Plc. Issuer