



FHB Mortgage Bank Co. Plc.

## PUBLIC OFFERING

The FHB 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", FHB Nyrt." or "Bank") Board of Directors has a regulation No. 84/2014. (16. December) to launch its Issue Program 2015-2016 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, the securities issued under the auspices of the Base Prospectus have out of ordinary 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-291/2015. 20. February 2015.

Pursuant to the Issue Program referred above the Issuer publicly offers to issue on 20 April 2015 the second part of FHB Covered Mortgage Bond series FJ20NV01 and the FHB will initiate to introduce the series into the BSE.

The base of the issue: the resolution No 58/2015. (09. April 2015) 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 16 February 2015 (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.

1.	Issuer:	FHB Mortgage Bank Co. Plc. (FHB Jelzálogbank Nyilvánosan Működő Részvénytársaság)
2.	(a) Series Number:	1 (Under Issue Program 2015-2016)
	(b) Tranche Number:	2
3.	Aggregate Nominal Amount:	
	(a) Series:	HUF 12,060,000,000
	(b) Tranche:	Minimum HUF 100,000,000
4.	Specified Currency or Currencies:	HUF
5.	Issue Price (per Mortgage Bond):	Not Applicable
6.	Specified Denominations:	HUF 10,000
7.	Number of pieces	
	(a) Series:	1,206,000 pieces
	(b) Tranche:	Minimum 10,000 pieces
8.	(a) Issue Date:	20.04.2015
	(b) Interest Commencement Date:	11.03.2015
9.	Date of Settlement	22.04.2015
10.	Value Date:	22.04.2015
11.	Maturity Date:	11.06.2020
12.	Tenor:	11.03.2015-11.06.2020
13.	Interest Basis:	Floating interest rate in the first interest period (11.03.2015-11.06.2015) 2.70% annually (3 m BUBOR + 0,60% as of 02.03.2015 BUBOR fixing)
14.	Redemption/Payment Basis:	Redemption at the Specified Denomination
15.	Change of Interest Basis or Redemption/ Payment Basis:	Not Applicable
16.	Put/Call Options:	Not Applicable
17.	Method of the issuance:	Public offering

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

18. <b>Fixed Rate Mortgage Bond Provisions</b>	Not Applicable
19. <b>Floating Rate Mortgage Bond Provisions</b>	Applicable
(i) Specified Period(s)/Specified Interest Payment Dates:	11.06.2015., 11.09.2015., 11.12.2015., 11.03.2016., 11.06.2016., 11.09.2016., 11.12.2016., 11.03.2017., 11.06.2017., 11.09.2017., 11.12.2017., 11.03.2018., 11.06.2018., 11.09.2018., 11.12.2018., 11.03.2019., 11.06.2019., 11.09.2019., 11.12.2019., 11.03.2020., 11.06.2020.,
(ii) Business Day Convention:	Following Business Day Convention
(iii) Additional Business Centre(s):	Not Applicable
(iv) Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
(v) Party responsible for calculating the Rate of Interest and Interest Amount:	Agent: FHB Bank Zrt (1082 Budapest, Üllői út 48)
(vi) Screen Rate Determination:	Applicable
- Reference:	3 Month BUBOR
- Interest Rate calculation	In the first interest period the interest rate is 2.70% annually, (3 month BUBOR+0.60% as of the BUBOR fixing on 02.03.2015). From the second interest period the Bond pays variable rate annually falling on 11th June, September, December and March each year. From the second interest period the interest rate calculation method is the following: the annual rate is equal to the 3 month BUBOR + 0.60%. If the National Bank of Hungary publishes same type of interest rate instead of 3M BUBOR, that will be taken in to account, if there is not available 3M BUBOR, the Issuer will pay the rate of the previous coupon of the previous interest paying date.
- Interest rate determination day(s)	Two working days in Budapest before the commencement of the interest period. In case the interest rate determination date falling on bank holiday, the applicable Business day convention is the Preceding Business Day Convention.
- Screen page:	<a href="http://www.mnb.hu">www.mnb.hu</a>
(vii) ISDA Determination:	Not Applicable
(viii) Other Determination	Not Applicable
(ix) Margin(s):	3 Month BUBOR + 0.60%
(x) Minimum Rate of Interest:	0%
(xi) Maximum Rate of Interest:	Not Applicable
(xii) Day Count Fraction:	Actual/360
(xiii) Fallback provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Mortgage Notes, if different from those set out in the Conditions:	Not Applicable
20. <b>Zero Coupon Mortgage Bond Provisions</b>	Not Applicable
21. <b>Index Linked Interest Mortgage Bond Provisions</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

22. Issuer Call:	Not Applicable
23. Investor Put:	Not Applicable
24. Final Redemption Amount:	HUF 10,000 per Specified Denomination
25. Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 5(d)):	Condition 5(d) is applicable

**GENERAL PROVISIONS APPLICABLE TO THE MORTGAGE BONDS**

26. The type of the Covered Mortgage Bonds:	Registered Covered Mortgage Bonds
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27.	Details relating to the appearance of Mortgage Bonds:	Dematerialised Covered Mortgage Bonds and the Deed
28.	Representation of the Covered Mortgage Bonds Holders:	None
29.	Planned dates of the issuance of new tranches:	According to the decision of the Issuer's Asset/Liability
30.	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	Not Applicable
31.	Details relating to Partly Paid Mortgage Bonds: amount of each payment comprising the Issue Price and date on 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:	Not Applicable
32.	Change of denomination	Not Applicable
33.	Other final terms:	Not Applicable

#### DISTRIBUTION

34.	If syndicated, names of Managers:	CIB Bank Zrt. 1027 Budapest, Medve u. 4-14., Concorde Értékpapír Zrt. 1123 Budapest, Alkotás u. 50., Deutsche Bank AG. Magyarországi Fióktelepe 1054 Budapest, Hold u. 27., Erste Befektetési Zrt. 1138 Budapest Népfürdő utca 24-26., FHB Bank Zrt. 1082 Budapest, Üllői út 48., MKB Bank Zrt. 1056 Budapest, Váci utca 38., Magyar Takarékszövetkezeti Bank Zrt. 1122 Budapest, Pethényi köz 10., UniCredit Bank Hungary Zrt. 1056 Budapest, Szabadság tér 5-6.
35.	Stabilising Manager (if any):	Not Applicable
36.	Market Makers:	CIB Bank Zrt. 1027 Budapest, Medve u. 4-14., Concorde Értékpapír Zrt. 1123 Budapest, Alkotás u. 50., Deutsche Bank AG. Magyarországi Fióktelepe. 1054 Budapest, Hold u. 27., Erste Befektetési Zrt. 1138 Budapest Népfürdő utca 24-26., FHB Bank Zrt. 1082 Budapest, Üllői út 48., MKB Bank Zrt. 1056 Budapest, Váci utca 38., Magyar Takarékszövetkezeti Bank Zrt. 1122 Budapest, Pethényi köz 10., UniCredit Bank Hungary Zrt. 1056 Budapest, Szabadság tér 5-6.
37.	Methods of public issuance:	Auction
	(i) Date of auction/ Subscription:	<a href="#">20.04.2015. 11:00-12:00 CET</a>
	(ii) Place of auction/ Subscription:	Budapest Stock Exchange
	(iii) Manager:	FHB Bank Zrt. 1082 Budapest, Üllői út 48.,
	(iv) Upper limit:	Not applicable
	(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:	Not applicable
	(vii) Auction bid / subscription lower and/or upper limit:	Not applicable
	(viii) Method and date of allocation:	Pursuant to the point (Allocation) of the section IV.5.2 (Rules of the auctions) of the Base Prospectus of the Issue Program 2015-2016, on <a href="#">20.04.2015</a> .
	(ix) The ratio of the non competitive bids and total bids	30%
	(x) The ratio of the non competitive bids and the competitive bids by members of BSE sections:	30%
	(xi) Date and place of the allocation:	<a href="#">20.04.2015 13:30 CET BSE</a>
38.	Place of the issuance:	Hungary

39. Potential investors: Hungarian and foreigner institutional investors, limited partnerships
40. Additional selling restrictions: Not Applicable

#### PROCEDURE

41. Clearing and Settlement: KELER Zrt. 1074 Budapest, Rákóczi út 70-72.
42. Any clearing system(s) other than KELER and the relevant identification number(s): Not Applicable
43. Delivery: DVP
44. Effectuation: Hungary
45. Crediting: On security accounts
46. Other paying Agent(s): Not Applicable
47. Isolated deposit accounts and fax numbers, and e-mail address of the Managers:
- CIB Bank Zrt. 10700017-00861104-59900005 fax: 36-1-2125162, e-mail: verzar.zoltan@cib.hu  
 Concorde Értékpapír Zrt. 14400018-12281248-10060012 fax : 36-1-4892201 e-mail: a.vidovszky@con.hu  
 Deutsche Bank AG. Magyarországi Fióktelepe. 16300000-01000249-28006402 fax: 36-1-3013739 e-mail: attila.laczai@db.com  
 Erste Befektetési Zrt. 14400018-10361966-10060012 fax: 2355190 e-mail. norbert.siklosi@erstebroker.hu  
 FHB Bank: 18200009-09000000-65010818 fax: 36-1-4529245, e-mail: treasuryfo@fhb.hu  
 Magyar Takarékszövetkezeti Bank Zrt. 19017004-00201153 fax: 36-1-2012576, e-mail: konya.peter@tbank.hu  
 MKB Bank Zrt. 10300002-20191196-70383285 fax: 36-1-2687019  
 UniCredit Bank Hungary 19017004-00201098 fax: 36-1-354-2585 e-mail: gabor.motyovszki@unicreditbank.hu  
 FHB: 16801680-09011306
48. 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 he Base Prospectus of the Issue Program 2015-2016.
49. ISIN code: [HU0000652847](#)
50. Ticker code: [FJ20NV01](#)
51. Other: Not Applicable

#### GENERAL INFORMATION

52. Use of Proceeds: The Bank uses the proceeds for the sources of mortgage lending and for the financing of the Bank Group led by the Issuer.
53. Market making: Manager (see above) applies market making on Bloomberg (FHBC)
54. 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 ([www.fhb.hu](http://www.fhb.hu)), of the NBH ([www.kozzetetelek.hu](http://www.kozzetetelek.hu)) and of the BSE ([www.bse.hu](http://www.bse.hu)). 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.
55. 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 ([www.fhb.hu](http://www.fhb.hu)), of the NBH ([www.kozzetetelek.hu](http://www.kozzetetelek.hu)) and of the BSE ([www.bse.hu](http://www.bse.hu)). Pursuant to the Decree of Ministry of Finance No. 24/2008

56. Governing law: (VIII. 15) the Issuer publishes the regulated information at homepages of the media called Portfolio.  
Hungarian law

#### OTHER CONDITIONS

57. 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 58./2015 (09.04.2015) of the Issuer's Asset/Liability Committee

58. Rating: The Issuer's long and short term FX and HUF denominated deposits rating: B3 (Moody's)  
The Covered Mortgage Bonds' rating: Ba3 (Moody's)

59. 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-291/2015. 20. February 2015.  
The base of the issue of the series FJ20NV01: the resolution No. 58./2015. (09. April 2015) of the Assets/Liabilities Committee.

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

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

62. 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 (2015-2016) of FHB Mortgage Bank Co. Plc. (*FHB Jelzálogbank Nyilvánosan Működő Részvénytársaság*).

The date of the Statement of the Property Supervisor: 07.04.2015.

Annex: the Summary of the given Issue, which is identical to the Summary of the Base Prospectus is available only in the Hungarian version of the Final Terms.

Budapest, 15.04.2015.

FHB Jelzálogbank Nyrt.  
Issuer