



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. 89/2012. (14. December) to launch its Issue Program 2012-2013 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. 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 Hungarian Financial Supervisory Authority (HFSA) to publish the Base Prospectus of the Issue Program and the disclosure of the public issue: KE-III-55/2012. 03. February 2012.

Pursuant to the Issue Program referred above the Issuer publicly offers to issue [first](#) part of FHB Covered Mortgage Bond series [FJ16NF01](#) and the FHB will initiate to introduce the series into the BSE.

The base of the issue: the resolution No. [57/2012. \(04. April \)](#) of the Assets/Liabilities Committee.

- | | | |
|-----|-----------------------------------|---|
| 1. | Issuer: | FHB Mortgage Bank Co. Plc.
(<i>FHB Jelzálogbank Nyilvánosan Működő Részvénytársaság</i>) |
| 2. | (a) Series Number: | 3 (Under Issue Program 2012-2013) |
| | (b) Tranche Number: | 1 |
| 3. | Aggregate Nominal Amount: | |
| | (a) Series: | Minimum HUF 100,000,000 |
| | (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: | 10,000 pieces |
| | (b) Tranche: | Minimum 10,000 pieces |
| 8. | (a) Issue Date: | 11.04.2012 |
| | (b) Interest Commencement Date: | 13.04.2012 |
| 9. | Date of Settlement | 13.04.2012 |
| 10. | Value Date: | 13.04.2012 |
| 11. | Maturity Date: | 13.04.2016 |

12. Tenor:	13.04.2012-13.04.2016
13. Interest Basis:	Fix interest rate
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. Fixed Rate Mortgage Bond Provisions	Applicable
(a) Rate(s) of Interest:	10.00 per cent. per annum payable annually in arrear
(b) Interest Payment Date(s):	13 April in each year up to and including the Maturity Date
(c) Fixed Coupon Amount per Mortgage Bond:	HUF 1000 per Specified Denomination
(d) Broken Amount(s):	Not Applicable
(e) Day Count Fraction:	Actual/Actual (ICMA)
(f) Business Day Convention:	Following Business Day Convention
(g) Determination Date(s):	13 April in each year thereafter
(h) Party responsible for calculating amounts payable:	Paying Agent FHB Bank Zrt. (1082 Budapest, Üllői út 48.)
(i) Compound interest:	0 per cent. or HUF 0 per Specified Denomination on 13.04.2012
(j) Other terms relating to the method of calculating interest for Fixed Rate Mortgage Bonds:	None
19. Floating Rate Mortgage Bond Provisions	Not Applicable
20. Zero Coupon Mortgage Bond Provisions	Not Applicable
21. Index Linked Interest Mortgage Bond Provisions	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(c)):	Condition 5(c) is applicable

GENERAL PROVISIONS APPLICABLE TO THE MORTGAGE BONDS

26.	The type of the Covered Mortgage Bonds:	Registered Covered Mortgage Bonds
27.	Details relating to the appearance of Mortgage Bonds:	Dematerialised Covered Mortgage Bonds and the Deed
28.	Representation of the Covered Mortgage Bonds Holders:	Non
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: [11.04.2012 11:00-12:00 CET](#)
- (ii) Place of auction: 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 price: Not applicable
- (vii) Method and date of allocation: Pursuant to the point 5. (Allocation) of the section III.6
(Rules of the auctions) of the Base Prospectus of the Issue
Program 2011-2012, on [11.04.2012](#).
- (viii) The ratio of the non competitive bids and the
competitive bids: 30%
- (ix) Date and place of the allocation: [11.04.2012 14:30 CET BSE](#)
38. Place of the issuance: Hungary
39. Potential investors: Hungarian and foreigner retail and institutional investors
40. Additional selling restrictions: Not Applicable

PROCEDURE

41. Clearing and Settlement: KELER Zrt. 1075 Budapest, Asbóth u. 9-11.
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:	<p>CIB Bank Zrt. 10700017-00861104-59900005 fax: 36-1-2125162, e-mail: versar.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: 18200009-09000000-65010052 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: 16801680-09010408 SWIFT Code FHJB HU HB</p>
48. Disbursements, place of payments:	Pursuant to the point 4. (Disbursements) of the section III.3 (Terms and conditions of the covered mortgage bonds) of the Base Prospectus of the Issue Program 2012-2013.
49. ISIN code:	HU0000652458
50. Ticker code:	FJ16NF01
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:	Managers (see above) during one year period after the issuance.
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), of the HFSA (www.kozzetetelek.hu) and of the BSE (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), of the HFSA (www.kozzetetelek.hu) and of the BSE (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.

56. Governing law: 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 57/2012 (04.04.2012) of the Issuer's Asset/Liability Committee

58. Rating: The Issuer's rating: Ba3 (Moody's)
The Covered Mortgage Bonds' rating: Ba1 (Moody's)

59. Licence:

The number and date of the license granted by the Hungarian Financial Supervisory Authority (HFSA) to publish the Base Prospectus of the Issue Program and the disclosure of the public issue: KE-III-55/2012. 03. February 2012.

The base of the issue of the series FJ16NF01: the resolution No. 57/2012. (04. April 2012) 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: The yield is calculable on the issue price basis

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 (2012-2013) of FHB Mortgage Bank Co. Plc. (*FHB Jelzálogbank Nyilvánosan Működő Részvénytársaság*).

The date of the Statement of the Property Supervisor: 31.03.2012

Selling points:

CIB Bank Zrt. 1027 Budapest, Medve u. 4-14,
Concorde Értékpapír Zrt. 1123 Budapest, Alkotás utca. 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.
Magyar Takarékszövetkezeti Bank Zrt. 1122 Budapest, Pethényi köz 10.
MKB Bank Zrt. 1056 Budapest, Váci utca 38.,
UniCredit Bank Hungary Zrt. 1054 Budapest, Szabadság tér 5-6.

Budapest, 06.04.2012.

.....
Bozzai Rita
Director

FHB Jelzálogbank Nyrt.
Issuer

.....
Jákóhalmi Zita
Associate