



FHB Jelzálogbank Nyrt.

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. 89/2011. (14. December) to launch its Issue Program 2012-2013 with a HUF 200 billion total nominal value for issuance of Hungarian Covered Bonds (jelzáloglevelek) and Notes, within the frameworks of it the Issuer is planning to issue different registered covered bonds' and bonds' series and within the series different tranches and to initiate to introduce the series into the Hungarian Stock Exchange (BSE). 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 Senior unsecured (FHB Forte Inflation-linked Bond series [FK15NI02](#)).

The base of the issue: the resolution No. [193/2012. \(30. Nov\)](#) of the Assets/Liabilities Committee.

1.	Issuer:	FHB Mortgage Bank Co. Plc. (<i>FHB Jelzálogbank Nyilvánosan Működő Részvénytársaság</i>)
2.	(a) Series Number:	11 (Issue Program 2012-2013)
	(b) Tranche Number:	1
3.	Aggregate Nominal Amount:	
	(a) Series:	Minimum EUR 1,000,000
	(b) Tranche:	Minimum EUR 1,000,000
4.	Specified Currency or Currencies:	EUR
5.	Issue Price (per Bond):	100.84% per specified denomination
6.	Specified Denominations:	EUR 100
7.	Number of pieces	
	(a) Series:	Minimum 10,000 pieces
	(b) Tranche:	Minimum 10,000 pieces
8.	(a) Issue Date:	03.12.2012
	(b) Interest Commencement Date:	05.12.2012
9.	Date of Settlement	05.12.2012
10.	Value Date:	05.12.2012

11. Maturity Date:	05.06.2015
12. Tenor:	05.12.2012-05.06.2015
13. Interest Basis:	Variable 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 Bond Provisions	Not Applicable
19. Floating Rate Bond Provisions	Applicable
(a) Specified Period(s)/Specified Interest Payment Dates:	Quarterly in arrear on the interest payment dates falling on or nearest to 05 September, December, March and June each year, subject in each case to adjustment in accordance with the applicable Business Day Convention. First coupon for the first period (05 December 2012-05 March 2013) 5.20% annually
(b) Business Day Convention:	Following Business Day Convention (subject in each case to adjustment in accordance with the applicable Business Day Convention but without adjustment to the Interest Amount due)
(c) Additional Business Centre(s):	Not Applicable
(d) Manner in which the Rate of Interest and Interest Amount is to be determined:	Other
(e) Party responsible for calculating the Rate of Interest and Interest Amount:	Agent: FHB Bank Zrt (1082 Budapest, Üllői út 48)
(f) Screen Rate Determination:	Not Applicable
(g) ISDA Determination:	Not Applicable
(h) Other Determination	Applicable

- Reference:

HICP published by Eurostat (<http://epp.eurostat.ec.europa.eu>),

- Interest Date(s): Determination

	Interest period	Coupon	y/y HICP	Interest determination date
1	05.12.2012. - 05.03.2013.	5.20% on the basis of the announcement	October 2012.	
2	05.03.2013. - 05.06.2013.	HICP+2,70%	January 2013.	01.03.2013
3	05.06.2013. - 05.09.2013.	HICP+2,70%	April 2013.	01.06.2013.
4	05.09.2013. - 05.12.2013.	HICP+2,70%	July 2013.	01.09.2013.
5	05.12.2013. - 05.03.2014.	HICP+2,70%	October 2013.	01.12.2013.
6	05.03.2014. - 05.06.2014.	HICP+2,70%	January 2014.	01.03.2014.
7	05.06.2014. - 05.09.2014.	HICP+2,70%	April 2014.	01.06.2014.
8	05.09.2014. - 05.12.2014.	HICP+2,70%	July 2014.	01.09.2014.
9	05.12.2014. - 05.03.2015.	HICP+2,70%	October 2014.	01.12.2014.
10	05.03.2015. - 05.06.2015.	HICP+2,70%	January 2015.	01.03.2015.

If the interest determination dated fall on a weekend or holiday, the Following Business Day Convention is applicable

- Interest calculation method

y/y Eurostat HICP relating to the relevant coupon paying (if positive, if negative it is 0%) + 270 bp. If there is not available HICP index the Issuer will pay the rate of the previous coupon of the previous interest paying date. If there is no fact-figure until the interest determination date, the Issuer uses the preliminary figures.

- Screen Rate Determination:

Homepage of Eurostat: (<http://epp.eurostat.ec.europa.eu>),

- (i) Margin(s): +2.70 per cent. per annum
- (j) Minimum Rate of Interest: Not Applicable
- (k) Maximum Rate of Interest: Not Applicable
- (l) Day Count Fraction: Actual/365
- (m) 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. **Zero Coupon Bond Provisions**

Not Applicable

21. **Index Linked Interest Bond Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

22. Issuer Call: Not Applicable

23. Investor Put: Not Applicable

24. Final Redemption Amount: EUR 100 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 BONDS

26. The type of the Bonds: Registered Bonds

27. Details relating to the appearance of Bonds: Dematerialised Bonds and the Deed

28. Representation of the Covered 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. Change of denomination: Not Applicable

32. Other final terms: Not Applicable

DISTRIBUTION

33. If syndicated, names of Managers: FHB Commercial Bank Ltd. 1082 Budapest, Üllői út 48.

34. Stabilising Manager (if any): Not Applicable

35. Market Makers: FHB Commercial Bank Ltd. 1082 Budapest, Üllői út 48.

36. Methods of public issuance: Subscription

(i) Date of Description: [30.11.2012 10:00-03.12.2012. 10:00 CET](#)

(ii) Place of Description: FHB Commercial Bank Ltd. 1082 Budapest, Üllői út 48.

(iii) Manager: FHB Commercial Bank Ltd.. 1082 Budapest, Üllői út 48.

(iv) Upper limit: Not applicable

(v) Lower limit: Not applicable. If the Notes 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 notes. The mode of refunding will be discussed under the heading 'Refunding'.

(vi) Issue price:	100.84% per specified denomination
(vii) Method and date of allocation:	Pursuant to the section III.6 (Rules of the Auction) of the Base Prospectus of the Issue Program 2012-2013, on 03.12.2012 .
(viii) The ratio of the non competitive bids and the total bids:	Not Applicable
(ix) Date and place of the allocation:	03.12.2012 . on the obligatory websites
37. Place of the issuance:	Hungary
38. Potential investors:	Hungarian and foreigner retail and institutional investors
39. Additional selling restrictions:	Not Applicable
PROCEDURE	
40. Clearing and Settlement:	KELER Zrt. 1075 Budapest, Asbóth u. 9-11.
41. Any clearing system(s) other than KELER and the relevant identification number(s):	Not Applicable
42. Delivery:	DVP
43. Effectuation:	Hungary
44. Crediting:	On security accounts
45. Other paying Agent(s):	Not Applicable
46. Isolated deposit accounts of the Managers:	FHB Commercial Bank: 18200009-09000000-65020099 The Issuer: FHB: 16801680-09903200-02000005 36-1-452-9245
Fax:	
E-mail:	treasuryfo@fhb.hu (FHB Bank Zrt.)
47. Disbursements, place of payments:	Pursuant to the point 4. (Disbursements) of the section III.4 (Terms and conditions of the notes) of the Base Prospectus of the Issue Program 2012-2013.
48. ISIN code:	HU0000351655
49. Ticker code:	FK15NI02
50. Other:	FHB Forte Euro Inflation-linked Bond
GENERAL INFORMATION	
51. 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.
52. Market making:	Not Applicable
53. 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.

54. 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.

55. Governing law:

Hungarian law

OTHER CONDITIONS

56. Listing and admission to trading application:

(a) Listing: Not applicable

(b) Listing Agent: Not applicable

(c) Decision on listing: Not applicable

58. Rating:

The Issuer's rating: Ba3 (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 [FK15NI02: the resolution No. 193/2012. \(28. November\)](#) 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 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*).

Selling points:

FHB Commercial Bank Ltd. 1082 Budapest, Üllői út 48.

Budapest, 29.11.2012.

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Szuda János
Managing Director

FHB Jelzálogbank Nyrt.
Issuer

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Bozzai Rita
Director