



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. 79/2013. (12. December) to launch its Issue Program 2014-2015 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 predecessor of National Bank of Hungary (NBH) to publish the Base Prospectus of the Issue Program and the disclosure of the public issue: H-KE-III-179/2014. 24. February 2014.

Pursuant to the Issue Program referred above the Issuer publicly offers to issue on **2 June 2014** the **first** part of FHB Senior unsecured Bond **FK19NF01**.

The base of the issue: the resolution No. **91./2014. (26. May 2014)** of the Assets/Liabilities Committee.

This document is the Final Terms of the 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 bonds set forth in the Base Prospectus dated 14 January 2013 (Base Prospectus). This document constitutes the Final Terms of the 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. (<i>FHB Jelzálogbank Nyilvánosan Működő Részvénytársaság</i>)
2.	(a) Series Number:	2 (2014-2015 Issue Programme)
	(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 Bond):	Not Applicable
6.	Specified Denominations:	HUF 10,000
7.	Number of pieces	
	(a) Series:	Minimum 10,000 pieces
	(b) Tranche:	Minimum 10,000 pieces
8.	(a) Issue Date:	02.06.2014
	(b) Interest Commencement Date:	04.06.2014
9.	Date of Settlement	04.06.2014
10.	Value Date:	04.06.2014
11.	Maturity Date:	04.06.2019
12.	Tenor:	04.06.2014-04.06.2019
13.	Interest Basis:	Fixed 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	Applicable
	(a) Rate(s) of Interest:	6.85 per cent. per cent. per annum payable annually in arrear

(b)	Interest Payment Date(s):	4 June in each year up to and including the Maturity Date.
(c)	Fixed Coupon Amount per Bond:	HUF 685 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):	Not Applicable
(h)	Party responsible for calculating amounts payable:	Paying Agent FHB Bank Zrt. (1082 Budapest, Üllői út 48.)
(i)	Compound interest:	0. per cent. per Specified Denomination on 04.06.2014
(j)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	None
19.	Floating Rate Bond Provisions	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.	Final Redemption Amount:	HUF 10,000 per Specified Denomination
24.	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 NOTES

25.	The type of the Notes:	Registered Notes
26.	Details relating to the appearance of Notes:	Dematerialised Notes and the Deed
27.	Representation of the Notes Holders:	Non
28.	Planned dates of the issuance of new tranches:	According to the decision of the Issuer's Asset/Liability Committee
29.	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	Not Applicable
30.	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:	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.
34.	Stabilising Manager (if any):	Not Applicable

35. 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.
36. Methods of public issuance:
(i) Date of Auction/Subscription: [02.06.2014 11:00-12:00 CET](#)
(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 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) Auction limit/ Subscription price: Not applicable
(vii) Auction bid / subscription lower and/or upper limit: Not applicable
(viii) Method and date of Subscription: Not applicable
(ix) The ratio of the non competitive bids and the 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: [02.06.2014 14:30 CET BSE](#)
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. (a) Isolated deposit accounts of the Managers and issuer: 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: 18200009-09000000-65010605 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-
- (b) Fax number of the Managers:
(c) E-mail address of the Managers:

2687019

UniCredit Bank Hungary 19017004-00201098 fax: 36-1-354-2585 e-mail: gabor.motyovszki@unicreditbank.hu
FHB: 16801680-09904509

47. Disbursements, place of payments:

Pursuant to the point 4. (Disbursements) of the section IV.4.B (Terms and conditions of the notes) of the Base Prospectus of the Issue Program 2014-2015.

48. ISIN code:

HU0000354840

49. Ticker code:

FK19NF01

50. Other:

Not applicable

GENERAL INFORMATION

51. Use of Proceeds:

The Bank uses the proceeds for the sources of mortgage lending.

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:

The Issuer will initiate the listing of the series on the BSE

(b) Listing Agent:

Not Applicable

(c) Decision on listing:

Resolution 91/2014 (26.05.2014) of the Issuer's Asset/Liability Committee

57. Rating:

The Issuer's rating: B2 (Moody's)

58. Licence:

The number and date of the license granted by the predecessor of National Bank of Hungary (NBH) to publish the Base Prospectus of the Issue Program and the disclosure of the public issue: H-KE-III-179/2014. 24. February 2014

The base of the issue of the series **FK19NF01**: the resolution No 91./2014. (26. May) of the Assets/Liabilities Committee.

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

60. Cost of the issuance:

Less, than 1 per cent. of the total volume to be issued

61. Yield:

Not applicable

These Final Terms comprise the final terms required to have admitted to trading the issue of Senior Unsecured Bonds described herein pursuant to the HUF 200,000,000,000 Mortgage Bond and Note Program (2014-2015) of FHB Mortgage Bank Co. Plc. (FHB Jelzálogbank Nyilvánosan Működő Részvénytársaság).

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, 30 May 2014.

FHB Jelzálogbank Nyrt.
Issuer