



**Takarék Mortgage Bank Co. Plc.’ Public Offering of the 2. tap of the TZJ32NF1 green mortgage bond series to be issued under the Issuer’s 2022-2023 Covered Bond and Senior Unsecured Bond Issuance Programme**

Pursuant to the regulation of Board of Directors No. 76/2021. (23 December 2021) of the TakaréK Mortgage Bank Co. Plc’s (registration number: 01-10-043638, date of registration: 18 March 1998, head office: 1117 Budapest Magyar Tudósok körútja 9. G. épület, LEI-code: 5299007F4BUUY6S14E44) (hereafter: “Issuer”, or “Bank”) and to the approval of IG\_W\_MTB\_221\_2021 (2021.12.03) 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 of the Central Organization of Integrated Credit Institution as of 25 January 2022 the Issuer launched its Issue Program 2022-2023 with a HUF 200 billion total nominal amount for the issuance of Hungarian Mortgage Covered Bonds (jelzáloglevelek) and Notes. Within the frameworks of the aforementioned Issue Program the Issuer plans to issue different registered mortgage covered bonds’ and bond series in different tranches. The Issuer at its own discretion may introduce the series into the Budapest Stock Exchange. 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 Magyar Nemzeti Bank (MNB) to the Base Prospectus of the Issue Program: H-KE-III-180/2021, 17 March 2022.

Pursuant to the Issue Program referred above the Issuer publicly offers to issue on 17 February 2023 the second tap of TakaréK Mortgage Covered Bond series TZJ32NF1 and TakaréK Mortgage Bank will initiate to introduce the series into the BSE. The basis of the issue: the resolution No 1/2023 (01.09.)-J-EFB (09 January 2023) of the Assets/Liabilities Committee.

The decision H-KE-III-533/2022 (12 September 2022) of MNB authorized the Issuer to use the “**European Premium Covered Bond**” Logo for its mortgage bonds to be issued in the future. This means that the issuer fully complies with the requirements of the European covered bond regulation i.e. the Directive (EU) 2019/2162 of the European Parliament and of the Council and the procedures and practices it uses also ensure that the mortgage bonds it issues meet the enhanced requirements that determine the prudential requirements of European credit institutions. As a result, the issuance of the present covered bond series will also be placed in the **premium category**.

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 17 March 2022 (Base Prospectus). This document had been prepared in line with the application of the Regulation (EU) 2017/1129 of the European Parliament and the Council (Prospectus Directive) on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing the Directive 2003/71/EC and in order to get all the relevant information it must be interpreted in conjunction with the Base Prospectus and its Supplements. This Final Terms must be read together with the Base Prospectus. Pursuant to the Article 21 of the Prospectus Directive the Base Prospectus and its Supplements are available on the websites of the Issuer (<http://en.takarekjb.hu>) of the Budapest Stock Exchange (<http://www.bet.hu>), and the MNB (<http://kozvetelek.mnb.hu/>).

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|----|-----------------------------------|---|
| 1. | Issuer:                           | Takarék Mortgage Bank Co. Plc.<br>( <i>Takarék Jelzálogbank Nyilvánosan Működő Részvénytársaság</i> ) 1117 Budapest Magyar Tudósok körútja 9. G. épület   |
| 2. | (a) Series Number:                | 2 (Under Issue Program 2021-2022)   |
|    | (b) Tranche Number:               | 2   |
| 3. | Offered volume:                   | HUF 10,000,000,000<br>The Issuer reserves the right to deviate +/- 50% from the volume offered 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. |
| 4. | Aggregate Nominal Amount:         |   |
|    | (a) Series:                       | HUF 1,970,000,000   |
|    | (b) Tranche:                      | min HUF 5,000,000,000   |
| 5. | Specified Currency or Currencies: | HUF   |
| 6. | Issue Price (per Mortgage Bond):  | Not Applicable  |
| 7. | Specified Denominations:          | HUF 10,000  |
| 8. | Number of pieces                  |   |



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|-----|--|--|
|     | (a) Series:  | 197,000 pieces                           |
|     | (b) Tranche:   | min 500,000 pieces                       |
| 9.  | (a) Issue Date:  | 17.01.2023                               |
|     | (b) Interest Commencement Date:                        | 24.02.2022                               |
| 10. | Date of Settlement                                     | 19.01.2023                               |
| 11. | Value Date:  | 19.01.2023                               |
| 12. | Maturity Date:   | 27.05.2032                               |
| 13. | Tenor:   | 24.02.2022-27.05.2032                    |
| 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

|            |   |   |
|------------|---|---|
| <b>19.</b> | <b>Fixed Rate Mortgage Bond Provisions</b>  | Applicable  |
|            | (i) Rate(s) of Interest:  | 5.75per cent. per annum payable annually in arrear  |
|            | (ii) Interest Payment Date(s):  | 27 May in each year up to and including the Maturity Date. On 27 May 2022 HUF (short first coupon) 145 per Specified Denomination |
|            | (iii) Fixed Coupon Amount per Mortgage Bond:  | HUF 575 per Specified Denomination  |
|            | (iv) Broken Amount(s):  | Not Applicable  |
|            | (v) Day Count Fraction:   | Actual/Actual (ICMA)  |
|            | (vi) Business Day Convention:   | Following Business Day Convention   |
|            | (vii) Determination Date(s):  | 27 May in each year thereafter  |
|            | (viii) Party responsible for calculating amounts payable:                                     | Paying Agent MTB Magyar Takarékszövetkezeti Bank Zrt. (1122 Budapest Pethényi köz 10.)  |
|            | (ix) Compound interest:   | 3.7336 per cent on 19.01.2023   |
|            | (x) Other terms relating to the method of calculating interest for Fixed Rate Mortgage Bonds: | None  |
|            | (xi) Gross yield  | Not Applicable  |
| <b>20.</b> | <b>Floating Rate Mortgage Bond Provisions</b>   | Not Applicable  |
| <b>21.</b> | <b>Zero Coupon Mortgage Bond Provisions</b>   | Not Applicable  |
| <b>22.</b> | <b>Index Linked Interest Mortgage Bond Provisions</b>   | Not Applicable  |

### PROVISIONS RELATING TO REDEMPTION

|     |  |                                       |
|-----|--|---------------------------------------|
| 23. | Issuer Call:   | Not Applicable                        |
| 24. | Investor Put:  | Not Applicable                        |
| 25. | Final Redemption Amount:   | HUF 10,000 per Specified Denomination |
| 26. | 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

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



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|-----|--|---|
| 28. | Details relating to the appearance of Mortgage Covered Bonds:  | Dematerialised Mortgage Covered Bonds and the Deed                  |
| 29. | Representation of the Mortgage Covered Bonds Holders:  | None  |
| 30. | Planned dates of the issuance of new tranches:   | According to the decision of the Issuer's Asset/Liability Committee |
| 31. | Additional Financial Centre(s) or other special provisions relating to Payment Dates:  | Not Applicable  |
| 32. | Details relating to Partly Paid Mortgage Covered 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  |
| 33. | Change of denomination   | Not Applicable  |
| 34. | Other final terms:   | Not Applicable  |

### DISTRIBUTION

|        |  |  |
|--------|--|--|
| 35.    | If syndicated, names of Managers:                    | Concorde Értékpapír Zrt. 1123 Budapest, Alkotás u. 55-61.,<br>ING Bank N.V.Magyarországi fióktelepe 1068 Budapest,<br>Dózsa György út 84/b.<br>MKB Bank Nyrt. 1056 Budapest, Váci utca 38.,<br>MTB Magyar Takarékszövetkezeti Bank Zrt. 1122 Budapest,<br>Pethényi köz 10.   |
| 36.    | Stabilising Manager (if any):                        | Not Applicable   |
| 37.    | Market Makers (best effort/binding)                  | Concorde Értékpapír Zrt. 1123 Budapest, Alkotás u. 55-61.,<br>(best effort)<br>ING Bank N.V.Magyarországi fióktelepe 1068 Budapest,<br>Dózsa György út 84/b.(best effort)<br>MKB Bank Nyrt. 1056 Budapest, Váci utca 38., (best effort)<br>MTB Magyar Takarékszövetkezeti Bank Zrt. 1122 Budapest,<br>Pethényi köz 10. (binding) |
| 38.    | Methods of public issuance:                          | Auction  |
| (i)    | Date of auction/ Subscription:                       | 17.01.2023 10:00 - 11:00 CET (competitive section: 10:00-10:50; non-competitive section 10:50-11:00)   |
| (ii)   | Place of auction/ Subscription:                      | Budapest Stock Exchange  |
| (iii)  | Manager:   | MTB Magyar Takarékszövetkezeti Bank Zrt. 1122 Budapest,<br>Pethényi köz 10   |
| (iv)   | Upper limit:   | Not applicable   |
| (v)    | Lower limit:   | Not applicable. If the Mortgage Covered 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) 5.2.1.6 Allocation sub-point of the Base Prospectus of the Issue Program 2022-2023, on 17.01.2023.  |



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| (ix) The ratio of the non competitive bids and total bids                                      | Not applicable  |
| (x) The ratio of the non competitive bids and the competitive bids by members of BSE sections: | Not applicable  |
| (xi) The maximum volume of the non competitive bids by members of BSE section:                 | HUF 200,000,000   |
| (xii) Date and place of the allocation:  | 17.01.2023 12:30 CET at the websites indicated in the point Notes (57.)                     |
| 39. Place of the issuance:   | Hungary   |
| 40. Potential investors:   | Resident and non-resident natural persons and institutional investors, limited partnerships |
| 41. Pre-emption right  | None  |
| 42. Additional selling restrictions:   | Not Applicable  |

## PROCEDURE

|  |   |
|--|---|
| 43. Clearing and Settlement:   | KELER Zrt. 1074 Budapest, Rákóczi út 70-72.   |
| 44. Any clearing system(s) other than KELER and the relevant identification number(s): | Not Applicable  |
| 45. Delivery:  | DVP   |
| 46. Effectuation:  | Hungary   |
| 47. Crediting:   | On security accounts  |
| 48. Other paying Agent(s):   | Not Applicable  |
| 49. Isolated deposit accounts and fax numbers, and e-mail address of the Managers:     | Concorde Értékpapír Zrt. 14400018-12281248-10060012<br>fax: 36-1-4892201 e-mail: <a href="mailto:a.vidovszky@con.hu">a.vidovszky@con.hu</a><br>ING Bank N.V. Magyarországi fióktelepe 13700016-00532547-00000000 email: <a href="mailto:mihaly.bokor@ing.com">mihaly.bokor@ing.com</a><br>MKB Bank Nyrt. 10300002-20191196-70383285, fax. 36-1-2687019 e-mail: <a href="mailto:treasurytrading@mbk.hu">treasurytrading@mbk.hu</a><br>MTB Magyar Takarékszövetkezeti Bank Zrt. 19017004-00201153 fax: 36-1-2012576, e-mail: <a href="mailto:konya.peter@takarek.hu">konya.peter@takarek.hu</a><br>Takarék Mortgage Bank: 16801680-09013803 |
| 50. 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 2022-2023.  |
| 51. ISIN code:   | HU0000653514  |
| 52. Ticker code:   | TZJ32NF1  |
| 53. Other:   | Not Applicable  |

## GENERAL INFORMATION

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|----------------------|--|
| 54. Use of Proceeds: | The Bank intends to allocate the net proceeds of the green covered bond issues in line with its general business strategy under this Green Covered Bond Framework to finance or refinance Eligible Green Mortgage Loan Portfolio of new and existing mortgage loans secured by green |
|----------------------|--|



residential or green commercial properties—excluding home equity loans—compliant to the eligibility categories.

55. Market making:

MTB Magyar 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

56. 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.en.takarekjb.hu](http://www.en.takarekjb.hu)), of the NBH ([www.kozzetetelek.mnb.hu](http://www.kozzetetelek.mnb.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.

57. 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.en.takarekjb.hu](http://www.en.takarekjb.hu)), of the NBH ([www.kozzetetelek.mnb.hu](http://www.kozzetetelek.mnb.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.

58. Governing law:

Hungarian law

## OTHER CONDITIONS

59. 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 1/2023.(01.09.)-J-EFB (09.01.2023) of the Issuer's Asset/Liability Committee (EFB)

60. Rating:

The Covered Mortgage Bonds' rating: BBB (S&P) negative outlook.

The BBB is notches lower than AAA, which is the highest rating of S&P, but one notch higher than the lowest investment grade category (BBB-). The BBB rating means adequate security from investors' point of view, however, in an unfavourable economic environment and worsening conditions, the debtor's ability to meet his payment obligations is reduced. The "negative" outlook means that there is at least a one-third chance that the Hungarian sovereign rating and, with it, the mortgage bonds will be downgraded in the next two years.

61. 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-180/2022 17 March 2022.

Pursuant to the regulation of Board of Directors No. 76/2021. (23 December 2021) of the Issuer and to the approval IG\_W\_MTB\_221\_2021 (2021.12.03) of Board of Directors of the Bank of Hungarian Savings Cooperatives Co. Ltd. (head office: 1122 Budapest, Pethényi köz 10.), and to the Statement as of 25 January 2022 the Issuer launched its Issue Program 2022-2023 with a HUF 200 billion total nominal value for issuance of Hungarian Mortgage Covered Bonds (jelzáloglevelek) and Notes.

The base of the issue of the second tap series TZJ32NF1: the resolution No. 1/2023.(01.09.)-J-EFB (09.01.2023) of the Assets/Liabilities Committee.

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|---|---|
| 63. Cost of the issuance, and the cost bearer   | Less, than 1 per cent. of the total volume to be issued. The costs are borne by the Takarék Mortgage Bank |
| 64. Fees and Costs charged by the Issuer and the Lead Manager / managers and borne by the investors:  | Not Applicable  |
| 65. Estimated net proceeds from the issue   | Depending on the net exchange rate me of the issue  |
| 66. Other condition relating to the issuer's contribution under the second subparagraph of Article 5 (1) of the Prospectus Directive and Article 23 (a) of the Implementing Regulation of the Prospectus Directive: | Not applicable  |

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Mortgage Covered Bonds described herein pursuant to the HUF 200,000,000,000 Mortgage Bond and Note Program (2022-2023) of Takarék Mortgage Bank Co. Plc. (*Takarék Jelzálogbank Nyilvánosan Működő Részvénytársaság*).

The date of the Statement of the Property Supervisor: 31.12.2022.

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

Budapest, 11.01.2023.

Takarék Mortgage Bank Co. Plc.  
Issuer