

PUBLIC OFFERING

Pursuant to the regulation of Board of Directors No. 67/2018. (12. December) of the TakaréK 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", TakaréK Mortgage Bank." or "Bank") and to the approval 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 as of 15. January 2019 the Issuer launches its Issue Program 2019-2020 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, pursuant to the section 38 subsection 4/b of Act CXX of 2001 on the Capital Market the securities issued under the auspices of the Base Prospectus have extraordinary 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-96/2019 26. February 2019.

Pursuant to the Issue Program referred above the Issuer publicly offers to issue on 23 April 2019 the first part of TakaréK Covered Mortgage Bond series TJ24NV01 and the Issuer will initiate to introduce the series into the BSE.

The base of the issue: the resolution No16/2019. (11 April 2019) 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 15 February 2019 (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.

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|-----|-----------------------------------|--|
| 1. | Issuer: | Takarék Mortgage Bank Co. Plc. (Takarék Jelzálogbank Nyilvánosan Működő Részvénytársaság) |
| 2. | (a) Series Number: | 2 (Under Issue Program 2019-2020) |
| | (b) Tranche Number: | 1 |
| 3. | Aggregate Nominal Amount: | |
| | (a) Series: | Maximum HUF 2,000,000,000 |
| | (b) Tranche: | Minimum HUF 1,000,000,000 |
| | Offered volume | HUF 1,500,000,000 HUF one billion five hundred million The Issuer reserves the right to deviate +/- 50% from the quantity announced 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. | 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: | Maximum 200,000 pieces |
| | (b) Tranche: | Minimum 100,000 pieces |
| 8. | (a) Issue Date: | 23.04.2019 |
| | (b) Interest Commencement Date: | 25.04.2019 |
| 9. | Date of Settlement | 25.04.2019 |
| 10. | Value Date: | 25.04.2019 |
| 11. | Maturity Date: | 24.10.2024 |
| 12. | Tenor: | 25.04.2019-24.10.2024 |

13. Interest Basis: Floating interest rate, in the first interest period (25.04.2019-24.07.2019) (short first coupon) is: 0.86% annually. From the second interest period the covered bond pays variable rate, where the annual rate is 3M BUBOR + 0,70%.
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** Not Applicable

19. **Floating Rate Mortgage Bond Provisions** Applicable

- (i) Specified Period(s)/Specified Interest Payment Dates:
- | | | | |
|--------------|--------------|--------------|--------------|
| 24.07.2019., | 24.10.2019., | 24.01.2020., | 24.04.2020., |
| 24.07.2020., | 24.10.2020., | 24.01.2021., | 24.04.2021., |
| 24.07.2021., | 24.10.2021., | 24.01.2022., | 24.04.2022., |
| 24.07.2022., | 24.10.2022., | 24.01.2023., | 24.04.2023., |
| 24.07.2023., | 24.10.2023., | 24.01.2024., | 24.04.2024., |

- (ii) Business Day Convention: Following Business Day Convention (unadjusted)

- (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: MFB Magyar Takarékszövetkezeti Bank Zrt (1122 Budapest, Pethényi köz 10.)

- (vi) Screen Rate Determination: Applicable

- Reference:

- Interest Rate calculation 3 Month BUBOR
In the first interest period the initial interest rate is 0.86% annually.

From the second interest period the Covered Bond pays variable rate falling on 24th October, January, April and July 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 + 0.70%.

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.

For the first interest period: 15.04.2019, from the second interest periods the second preceding calendar day from the last working day of the month preceding the month of re-pricing due in line with the interest rate period of the reference rate.

In case the interest rate determination date falling on bank holiday, the applicable Business day convention is the Preceding Business Day Convention.

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- Screen page:

- (vii) ISDA Determination: Not Applicable

- (viii) Other Determination: Not Applicable

- (ix) Margin(s): 3 Month BUBOR + 0.70%

- (x) Minimum Rate of Interest: 0.01%

- (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. **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(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
 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 Committee
 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: Concorde Értékpapír Zrt. 1123 Budapest, Alkotás u. 50., Erste Befektetési Zrt. 1138 Budapest Népfürdő utca 24-26., MKB Bank Zrt. 1056 Budapest, Váci utca 38., MTB Magyar Takarékszövetkezeti Bank Zrt. 1122 Budapest, Pethényi köz 10.
 35. Stabilising Manager (if any): Not Applicable
 36. Market Makers: Concorde Értékpapír Zrt. 1123 Budapest, Alkotás u. 50., Erste Befektetési Zrt. 1138 Budapest Népfürdő utca 24-26., MKB Bank Zrt. 1056 Budapest, Váci utca 38., MTB Magyar Takarékszövetkezeti Bank Zrt. 1122 Budapest, Pethényi köz 10.
 37. Methods of public issuance: Auction
 (i) Date of auction/ Subscription: 23.04.2019. 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, Pethényi köz 10.
 (iv) Upper limit: Not applicable

(v) Lower limit:

(vi) Auction limit/ Subscription price:

(vii) Auction bid / subscription lower and/or upper limit:

(viii) Method and date of allocation:

(ix) The ratio of the non competitive bids and total bids

(x) The ratio of the non competitive bids and the competitive bids by members of BSE sections:

(xi) Date and place of the allocation:

38. Place of the issuance:

39. Potential investors:

40. Additional selling restrictions:

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'.

Not applicable

Not applicable

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 2019-2020, on 23.04.2019.

30%

30%

23.04.2019 12:30 CET BSE

Hungary

Hungarian and foreigner institutional investors, limited partnerships

Not Applicable

PROCEDURE

41. Clearing and Settlement:

42. Any clearing system(s) other than KELER and the relevant identification number(s):

43. Delivery:

44. Effectuation:

45. Crediting:

46. Other paying Agent(s):

47. Isolated deposit accounts and fax numbers, and e-mail address of the Managers:

KELER Zrt. 1074 Budapest, Rákóczi út 70-72.

Not Applicable

DVP

Hungary

On security accounts

Not Applicable

Concorde Értékpapír Zrt. 14400018-12281248-10060012 fax: 36-1-4892201 e-mail: a.vidovszky@con.hu

Erste Befektetési Zrt. 14400018-10361966-10060012 fax: 2355190 e-mail: norbert.siklosi@erstebroker.hu

MKB Bank Zrt. 10300002-20191196-70383285, fax. 36-1-2687019 e-mail: treasurytrading@mkb.hu

MTB Magyar Takarékszövetkezeti Bank Zrt. 19017004-00201153 fax: 36-1-2012576, e-mail:

konya.peter@tbank.hu

Takarék Jelzálogbank Nyrt: 16801680 09013009

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 the Base Prospectus of the Issue Program 2019-2019.

49. ISIN code:

HU0000653266

50. Ticker code:

TJ24NV01

51. Other:

Not Applicable

GENERAL INFORMATION

52. Use of Proceeds:

The Bank uses the proceeds for the sources for the refinancing activity.

53. Market making:

MTB Magyar Takarékszövetkezeti Bank Zrt. is a binding market maker, the other Managers are entitled but not

54. Notices, place of disclosure of information

obliged to act as a market maker for one year from the first day of the listing

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.takarek.hu), of the NBH (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.takarek.hu), of the NBH (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 16/2019 (11.04.2019) of the Issuer's Asset/Liability Committee (ALCO)

58. Rating:

The Issuer's FX and HUF denominated covered bond rating: BBB (S&P Global Rating Services), with stable outlook The

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-96/2019. 26 February 2019.

The base of the issue of the series TJ24NV01: the resolution No. 16./2019. (11 April 2019) 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 (2019-2020) of TakaréK Mortgage Bank Co. Plc. (*Takarék Jelzálogbank Nyilvánosan Működő Részvénytársaság*).

The date of the Statement of the Property Supervisor: 15.04.2019.

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, 16.04.2019.

Takarék Jelzálogbank Nyrt.
Issuer