



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. 70/2012. (13. December) to launch its Issue Program 2013-2014 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 Hungarian Financial Supervisory Authority (HFSA) to publish the Base Prospectus of the Issue Program and the disclosure of the public issue: H-KE-III-63/2013. 31. January 2013.

Pursuant to the Issue Program referred above the Issuer publicly offers to issue on **30 April** 2013 the **second** part of FHB Senior unsecured Bond series **FK15NI02**.

The base of the issue: the resolution No. **75./2013. (23. April)** 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 14 January 2013 (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.

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:	2
3.	Aggregate Nominal Amount:	
	(a) Series:	EUR 4,000,000
	(b) Tranche:	EUR 3,000,000
4.	Specified Currency or Currencies:	EUR
5.	Issue Price (per Bond):	102.7268% per specified denomination 8gross price)
6.	Specified Denominations:	EUR 100
7.	Number of pieces	
	(a) Series:	40,000 pieces
	(b) Tranche:	30,000 pieces

8.	(a)	Issue Date:	30.04.2013
	(b)	Interest Commencement Date:	05.12.2012
9.		Date of Settlement	02.05.2013
10.		Value Date:	02.05.2013
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 second period (05 March 2013-05 June 2013) 4.70% 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:

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

- Interest Determination
Date(s):

	Interest period	Coupon	Change % 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

Change % 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. Final Redemption Amount: EUR 100 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 BONDS

25. The type of the Bonds: Registered Bonds

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

27. Representation of the Covered Bonds Holders: Non

28. Planned dates of the issuance of new tranches: According to the decision of the Issuer's Asset/Liability

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: 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: [26.04.2013 10:00-30.04.2013. 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: The Issuer has the right to accept oversubscription

(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:	102.7268% per specified denomination (gross price)
(vii) Auction bid / subscription lower and/or upper limit:	Not Applicable
(viii) Method and date of allocation:	In case of oversubscription the Issuer has the right to accept totally or partially the subscribed volume. In case of partial acceptance the allocation is on the basis of card distribution method, which is taken place by the following way: in the first round the Issuer accepts the total subscription of the FHB Bank Zrt. and in the following rounds each subscriber receives one piece of bond, until the bonds run out. The date of allocation is 30.04.2013 .
(ix) The ratio of the non competitive bids and the total bids on the total market basis:	Not Applicable
(x) The ratio of the non-competitive bids and the competitive bid by section members:	Not Applicable
(xi) Date and place of the allocation:	30.04.2013 . on the obligatory websites
37. Place of the issuance:	Hungary
38. Potential investors:	Hungarian and foreigner 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: B2 (Moody's)
59. Licence:	<p>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: H-KE-III-63/2013. 31. January 2013</p> <p>The base of the issue of the series FK15NI02: the resolution No.75/2013. (23. April) of the Assets/Liabilities Committee.</p>
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 have admitted to trading the issue of Senior Uncesured Bonds described herein pursuant to the HUF 200,000,000,000 Mortgage Bond and Note Program (2013-2014) of FHB Mortgage Bank Co. Plc. (FHB Jelzálogbank Nyilvánosan Működő Részvénytársaság).

Selling points:

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

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, 25.04.2013.

FHB Jelzálogbank Nyrt.
Issuer