

## Final Terms

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA (“**UK MiFIR**”). Consequently, no key information document required by the PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MiFID II PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**UK MiFIR PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**OTP BANK NYRT.**

**Legal Entity Identifier (LEI): 529900W3MOO00A18X956**

**Issue of €650,000,000 7.350 per cent. Senior Preferred Fixed-to-Floating Callable Notes due 2026  
under the €5,000,000,000 Euro Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the “**Conditions**”) set forth in the base prospectus dated 31 May 2022 and the supplements to the base prospectus dated 24 June 2022, 13 September 2022 and 18 November 2022 which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus as so supplemented.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms have been published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

1. Issuer: OTP Bank Nyrt.

**DESCRIPTION OF THE NOTES**

2. (i) Series Number: 3  
(ii) Tranche Number: 1  
(iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: Euro (“€”)
4. Aggregate Principal Amount: €650,000,000
5. Issue Price: 99.998 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: €100,000 and integral multiples of €1,000 in excess thereof  
(ii) Calculation Amount: €1,000
7. (i) Issue Date: 1 December 2022  
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 4 March 2026
9. Interest Basis: 7.350 per cent. Fixed Rate in respect of the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the Optional Redemption Date (as defined below); and Floating Rate 3-Month EURIBOR + Margin thereafter in respect of the period beginning on (and

- including) the Optional Redemption Date and ending on (but excluding) the Maturity Date.  
(see paragraphs 11, 14 and 16 below)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their principal amount.
11. Change of Interest or Redemption/Payment Basis: Fixed Rate Note Provisions in respect of the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) 4 March 2025 (the “**Optional Redemption Date**”) and Floating Rate Note Provisions thereafter in respect of the period beginning on (and including) the Optional Redemption Date and ending on (but excluding) the Maturity Date.
12. Put/Call Options: Issuer Call  
(see paragraph 18 below)
13. (i) Status of the Notes: Senior Preferred Notes  
(ii) Senior Preferred Notes Restricted Default: Condition 14(b) (*Tier 2 Capital Notes, Senior Preferred Notes and Senior Non-Preferred Notes (Restricted Default)*): Applicable  
(iii) Senior Preferred Notes: Not Applicable  
Gross-up of principal:

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Applicable in respect of the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the Optional Redemption Date
- (i) Rate of Interest: 7.350 per cent. per annum payable annually in arrear on each Interest Payment Date
- (ii) Interest Payment Dates: 4 March 2023, 4 March 2024 and 4 March 2025. There will be a short first interest period from, and including, the Interest Commencement Date, to, but excluding 4 March 2023 (the “**First Interest Payment Date**”)
- (iii) Fixed Coupon Amount in respect of the period from (and including) the First Interest Payment Date up to (but excluding) the Optional Redemption Date: €73.50 per Calculation Amount
- (iv) Broken Amount(s): €18.73 per Calculation Amount payable on the First Interest Payment Date
- (v) Day Count Fraction: Actual/Actual (ICMA)

15.	<b>Reset Note Provisions</b>	Not Applicable
16.	<b>Floating Rate Note Provisions</b>	Applicable in respect of the period beginning on (and including) the Optional Redemption Date and ending on (but excluding) the Maturity Date.
	(i) Specified Periods:	Not Applicable
	(ii) Interest Payment Dates:	4 June 2025, 4 September 2025, 4 December 2025 and 4 March 2026, subject to adjustment in accordance with the Business Day Convention set out in (iv) below
	(iii) First Interest Payment Date:	4 June 2025
	(iv) Business Day Convention:	Modified Following Business Day Convention
	(v) Additional Business Centre(s):	Not Applicable
	(vi) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Fiscal Agent):	Fiscal Agent
	(viii) Screen Rate Determination:	Applicable
	(a) Reference Rate:	3-month EURIBOR
	(b) Reference Bank(s):	As per Conditions
	(c) Interest Determination Date(s):	The second TARGET Settlement Day prior to each Interest Payment Date
	(d) Relevant Screen Page:	Bloomberg Page ICAE01
	(e) For the purposes of the “Observation Period”, “p” means:	Not Applicable
	(f) Relevant Time:	11:00 a.m. in the Relevant Financial Centre
	(g) Relevant Financial Centre:	Brussels
	(h) Reference Currency:	Euro
	(i) Designated Maturity:	Not Applicable
	(j) Determination Time:	Not Applicable
	(k) CMS Rate Fixing Centre(s):	Not Applicable
	(l) ISDA Determination:	Not Applicable

(m) Floating Rate Option:	Not Applicable
(n) Reset Date:	Not Applicable
(o) ISDA Definitions:	Not Applicable
(p) Linear Interpolation:	Not Applicable
(q) Margin:	+4.523 per cent. per annum
(r) Minimum Rate of Interest:	Not Applicable
(s) Maximum Rate of Interest:	Not Applicable
(t) Day Count Fraction:	Actual/360

17. **Zero Coupon Note Provisions** Not Applicable

**PROVISIONS RELATING TO REDEMPTION, SUBSTITUTION AND VARIATION**

18.	<b>Call Option</b>	Applicable
(i)	Optional Redemption Date (Call):	4 March 2025
(ii)	Optional Redemption Amount (Call):	€1,000 per Calculation Amount
(iii)	Series redeemable in part:	No
(iv)	If redeemable in part:	Not Applicable
(v)	Notice period:	Minimum period: 10 days Maximum period: 30 days
19.	<b>Senior Non-Preferred Notes and Senior Preferred Notes</b>	
(i)	Senior Notes: Loss Absorption Disqualification Event Redemption:	Applicable
(ii)	Optional Redemption Amount (Loss Absorption Disqualification Event):	€1,000 per Calculation Amount
(iii)	Senior Notes: Substitution and Variation:	Applicable
(iv)	Senior Notes: Tax Event (Deductibility):	Applicable
20.	<b>Tier 2 Capital Notes</b>	Not Applicable

	(i) Optional Redemption Amount (Capital Disqualification Event):	Not Applicable
	(ii) Tier 2 Capital Notes: Substitution and Variation:	
	(iii) Tier 2 Capital Notes: Tax Event (Deductibility):	Not Applicable
21.	<b>Put Option</b>	Not Applicable
22.	Early Redemption Amount (Tax):	€1,000 per Calculation Amount
23.	Final Redemption Amount:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at €1,000 per Calculation Amount
24.	Redemption Amount for Zero Coupon Notes:	Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**


25.	Form of Notes:	<b>Registered Notes:</b> Global Certificate registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg (that is, held under the New Safekeeping Structure (NSS))
26.	New Global Note:	Not Applicable
27.	New Safekeeping Structure:	Yes
28.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
29.	Talons for future Coupons to be attached to Definitive Notes:	No

#### **THIRD PARTY INFORMATION**

The information contained in paragraph 2 (*Ratings*) in Part B of these Final Terms has been extracted from the public websites of the respective rating agencies. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by the respective rating agencies, no facts have been omitted which would render the reproduced information inaccurate or misleading.

**SIGNED on behalf of  
OTP BANK NYRT.:**

By: .....   
Duly authorised PATAKI SANDOR

By: .....   
Duly authorised BABARCSI MRE

## PART B – OTHER INFORMATION

### 1. Listing

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: €4,100

### 2. Ratings

- Ratings: The Notes to be issued have been rated:  
S&P Ratings Europe Limited (“**S&P**”): BBB  
Scope Ratings GmbH (“**Scope**”): BBB+

In accordance with S&P’s ratings definitions available as at the date of these Final Terms on <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352>, obligations rated “BBB” exhibits adequate protection parameters.

In accordance with Scope’s rating definition available as at the date of these Final Terms on [https://scoperatings.com/dam/jcr:f691ab62-04c7-40dc-bb01-6f319d147079/Scope%20Ratings\\_Rating%20Definitions\\_2022%20Jul.pdf](https://scoperatings.com/dam/jcr:f691ab62-04c7-40dc-bb01-6f319d147079/Scope%20Ratings_Rating%20Definitions_2022%20Jul.pdf), obligations rated “BBB” reflect an opinion of good credit quality. Ratings issued by Scope are expressed with ‘+’ and ‘-’ as additional subcategories.

S&P and Scope are established in the European Economic Area (the “**EEA**”) and are registered under Regulation (EC) No. 1060/2009 (as amended) (the “**CRA Regulation**”). As such, S&P and Scope are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: see “Use of Proceeds” in the Base Prospectus
- (ii) Estimated net proceeds: €648,362,000



## 5. YIELD

Indication of yield: For the period from (and including) the Issue Date to (but excluding) the Optional Redemption Date, 7.375 per cent. per annum.

The indicative yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

## 6. OPERATIONAL INFORMATION

- (i) ISIN: XS2560693181
- (ii) Common Code: 256069318
- (iii) Any clearing system(s) other than Euroclear or Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Agent(s) (if any): Not Applicable
- (vi) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. While the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

## 7. DISTRIBUTION

- (i) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA not applicable
- (ii) Prohibition of Sales to EEA Retail Investors: Applicable
- (iii) Prohibition of Sales to UK Retail Investors: Applicable
- (iv) Prohibition of Sales to Belgian Consumers: Applicable
- (v) Method of distribution: Syndicated
- (vi) If syndicated:
  - (a) Names of Managers: Deutsche Bank Aktiengesellschaft  
Erste Group Bank AG  
J.P. Morgan SE  
OTP Bank Nyrt.

- |   |  |
|---|--|
|   | UniCredit Bank AG  |
| (b) Stabilisation<br>Manager(s) (if any):               | J.P. Morgan SE   |
| (vii) If non-syndicated, name<br>and address of Dealer: | Not Applicable   |
| 8. <b>BENCHMARK REGULATION</b>                          | EURIBOR is provided by European Money Markets Institute. As at the date hereof, European Money Markets Institute appears in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of Regulation (EU) 2016/1011, as amended. |