

FINAL TERMS

29 July 2024

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.

OTP BANK NYRT.

Legal Entity Identifier (LEI): 529900W3MOO00A18X956

Issue of CNY 300,000,000 4.100 per cent. Senior Preferred Fixed Rates Notes due 2027

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 22 May 2024 which constitutes 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.

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.luxse.com).

1. Issuer: OTP Bank Nyrt.

DESCRIPTION OF THE NOTES

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|----|--|---|
| 2. | (i) Series Number: | 12 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | Chinese Renminbi (“ CNY ”) |
| 4. | Aggregate Principal Amount: | CNY300,000,000 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Principal Amount |
| 6. | (i) Specified Denominations: | CNY1,000,000 and integral multiples of CNY1,000 in excess thereof |
| | (ii) Calculation Amount: | CNY1,000 |

7.	(i) Issue Date:	31 July 2024
	(ii) Interest Commencement Date:	Issue Date
	(iii) Trade Date:	26 July 2024
8.	Maturity Date:	31 July 2027
9.	Interest Basis:	4.100 per cent. Fixed Rate (see paragraph 14 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:	Not Applicable
12.	Put/Call Options:	Issuer Call (see paragraph 18 below)
	Clean-Up Call Option:	Not Applicable
13.	(i) Status of the Notes:	Senior Preferred Notes
	(ii) Senior Preferred Notes Restricted Default:	Condition 14(b) (<i>Tier 2 Capital Notes, Senior Preferred Notes and Senior Non-Preferred Notes (Restricted Default)</i>): Applicable
	(iii) Senior Preferred Notes: Gross-up of principal:	Not Applicable
	(iv) Date Board approval for issuance of Notes obtained:	23 July 2024

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	4.100 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Dates:	31 July 2025, 31 July 2026 and 31 July 2027, subject to the Business Day Convention as specified in paragraph 14 (vi) below
	(iii) Fixed Coupon Amount:	CNY 41 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Business Day Convention:	Modified Following Business Day Convention
15.	Reset Note Provisions	Not Applicable
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION, SUBSTITUTION AND VARIATION

18.	Call Option	Applicable
	(i) Optional Redemption Date (Call):	31 July 2026

	(ii)	Optional Redemption Amount (Call):	CNY1,000 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.		Senior Non-Preferred Notes and Senior Preferred Notes	
	(i)	Senior Notes: Loss Absorption Disqualification Event Redemption:	Applicable
	(ii)	Optional Redemption Amount (Loss Absorption Disqualification Event):	CNY1,000 per Calculation Amount
	(iii)	Senior Notes: Substitution and Variation:	Applicable
	(iv)	Senior Notes: Tax Event (Deductibility):	Applicable
20.		Tier 2 Capital Notes	
	(i)	Optional Redemption Amount (Capital Disqualification Event):	Not Applicable
	(ii)	Tier 2 Capital Notes: Substitution and Variation:	Not Applicable
	(iii)	Tier 2 Capital Notes: Tax Event (Deductibility):	Not Applicable
21.		Put Option	Not Applicable
22.		Early Redemption Amount (Tax):	CNY1,000 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 CNY1,000 per Calculation Amount
24.		Redemption Amount for Zero Coupon Notes:	Not Applicable
GENERAL PROVISIONS APPLICABLE TO THE NOTES			
25.		Form of Notes:	Registered Notes: Global Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg
26.		New Global Note:	Not Applicable
27.		New Safekeeping Structure:	No

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
30.	Renminbi Currency Fallback:	Applicable

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 relevant rating agency. 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 relevant rating agency, no facts have been omitted which would render the reproduced information inaccurate or misleading.

SIGNED on behalf of
OTP BANK NYRT.:

By:
Duly authorised

Pavali Sulu
PATAKI SANPOR

By:
Duly authorised

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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: € 2,750

2. Ratings

Ratings: The Notes to be issued are expected to be rated:
Scope Ratings GmbH (“**Scope**”): BBB+
In accordance with Scope’s rating definition available as at the date of these Final Terms on https://www.scooperatings.com/dam/jcr:489a367c-01ba-4b3e-b203-1de2dca46da2/Scope_Ratings_Rating_Definitions_2021.pdf, obligations rated “BBB” reflect an opinion of good credit quality. Ratings issued by Scope are expressed with ‘+’ and ‘-’ as additional subcategories.

Scope is established in the European Economic Area (the “**EEA**”) and is registered under Regulation (EC) No. 1060/2009 (as amended) (the “**CRA Regulation**”). As such, Scope is 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 the “*Use of Proceeds*” section of the Base Prospectus.
- (ii) Estimated net proceeds: CNY 299,460,000

5. YIELD

Indication of yield: For the period from (and including) the Issue Date to (but excluding) the Maturity Date, 4.100 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

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|-------|---|--|
| (i) | ISIN: | XS2871018136 |
| (ii) | Common Code: | 287101813 |
| (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: | No. While the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them, the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

7. DISTRIBUTION

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|-------|---|---|
| (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) | Singapore Sales to Institutional Investors and Accredited Investors Only: | Not Applicable |
| (vi) | Method of distribution: | Syndicated |
| (vii) | If syndicated: | |
| | • Names of Managers: | Industrial and Commercial Bank of China (Europe) S.A.
Industrial and Commercial Bank of China (Asia) Limited
OTP Bank Nyrt. |
| | • Stabilisation Manager(s) (if any): | Industrial and Commercial Bank of China (Asia) Limited |

- (viii) If non-syndicated, name and address of Dealer: Not Applicable
8. **BENCHMARK REGULATION** Not Applicable.