### OTP MORTGAGE BANK LTD.

UNCONSOLIDATED CONDENSED FINANCIAL STATEMENTS IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION

FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2016

### OTP MORTGAGE BANK LTD.

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## OTP MORTGAGE BANK LTD. UNCONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2016 (UNAUDITED) (in HUF million)

	Note	30 June 2016	31 December 2015	30 June 2015
Cash, amounts due from banks and balances with the				
National Bank of Hungary		38	42	75
Placements with other banks	<i>3</i> .	77,002	70,590	91,586
Securities available-for-sale	4.	11,353	11,657	-
Loans, net of allowance for loan losses	<i>5</i> .	955,301	979,893	1,000,046
Property and equipment		9	14	19
Intangible assets		134	166	154
Other assets		32,174	27,803	33,886
TOTAL ASSETS		1,076,011	1,090,165	1,125,766
Amounts due to OTP Bank Plc. and other banks	6.	429,738	271,508	309,435
Liabilities from issued securities	7.	551,643	708,261	708,823
Other liabilities		31,879	24,169	49,933
Subordinated bonds and loans		<u>4,406</u>	<u>4,404</u>	4,633
TOTAL LIABILITIES		1,017,666	1,008,342	1,072,824
Share capital		27,000	27,000	27,000
Retained earnings and reserves	11.	31,345	54,823	25,942
TOTAL SHAREHOLDERS' EQUITY		<u>58,345</u>	<u>81,823</u>	52,942
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,076,011	1,090,165	1,125,766

Budapest, 12 August 2016

András Becsei Chief Executive Officer

# OTP MORTGAGE BANK LTD. UNCONSOLIDATED CONDENSED STATEMENT OF RECOGNISED INCOME AND UNCONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2016 (UNAUDITED) (in HUF million)

	Note	Six month period ended 30 June 2016	Six month period ended 30 June 2015	Year ended 31 December 2015
Interest Income	9.	37,171	42,989	87,093
Interest Expense	9.	20,732	38,333	65,131
NET INTEREST INCOME	9.	<u>16,439</u>	<u>4,656</u>	<u>21,962</u>
Provision for impairment on / (Release of provision) loan and placement losses		2,086	(2,729)	1,870
NET INTEREST INCOME AFTER PROVISION FOR LOAN AND PLACEMENT LOSSES		14,353	7,385	20,092
Net fees and commissions		(260)	(269)	(642)
Net operating income		(49)	<u>11,571</u>	12,448
Other administrative expenses		6,024	11,299	13,292
PROFIT BEFORE INCOME TAX		8,020	7,388	18,606
Income tax		926	217	(206)
NET PROFIT FOR THE PERIOD	11.	<u> 7,094</u>	<u>-7,171</u>	<u>18,812</u>
Earnings per share (in HUF) Basic and diluted		<u>26,274</u>	<u>26,559</u>	<u>69,674</u>
The comprehensive income items are as follows:				
	Note	Six month period ended 30 June 2016	Six month period ended 30 June 2015	Year ended 31 December 2015
NET PROFIT / LOSS FOR THE PERIOD		<u>7,094</u>	<u>7,171</u>	<u>18,812</u>
Items that may be reclassified subsequently to profit or loss:				
Fair value adjustment of securities available-for-sale Net gain on cash-flow hedge Deferred tax related to items of other comprehensive income		479 - 	- - 	(267) - 51
Other comprehensive income, net of income tax		388		(216)
NET COMPREHENSIVE INCOME		<u>7,482</u>	<u>7,171</u>	<u>18,596</u>

# OTP MORTGAGE BANK LTD. UNCONSOLIDATED CONDENSED STATEMENT OF CASH FLOWS FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2016 (UNAUDITED) (in HUF million)

	Six month period ended 30 June 2016	Six month period ended 30 June 2015	Year ended 31 December 2015
Profit before income tax	8,020	7,388	18,606
Depreciation and amortization	54	55	110
Provision /(Release of provision) for impairment on loan and placement losses	2,086	(2,729)	1,870
(Release of provision)/provision for impairment on other assets	(6)	(3)	4
Unrealised gains on fair value adjustment of securities available-for-sale	174	-	-
Unrealised losses on fair value adjustment of derivative financial instruments	1,931	2,434	2,646
Net changes in assets and liabilities in operating activities:  Net changes in financial assets at fair value through profit or loss	_	502	502
Changes in financial liabilities at fair value through profit or loss	-	(29)	-
Decrease in loans, net of allowances for loan losses	22,506	104,130	119,684
(Increase)/decrease in other assets before provisions for losses			
Decrease /(Increase) in other liabilities	(4,365)	6,068	11,911
Income tax paid	6,249 (927)	(79,827) (927)	(70,826) (42)
Net cash provided by operating activities	35,722	37,062	84,465
Interest received	32,137	70,515	82,114
Interest paid	(1,800)	(8,604)	(35,542)
Net cash (used in) /provided by investing activities	(5,821)	56,188	65,198
Net cash used in financing activities	(29,905)	(93,574)	(150,020)
Net decrease in cash and cash equivalents	(4)	(324)	(357)
Cash and cash equivalents at the beginning of the period	42	399	399
Cash and cash equivalents at the end of the period	38	<u>75</u>	42

# OTP MORTGAGE BANK LTD. UNCONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2016 (UNAUDITED) (in HUF million)

	Share Capital	Retained earnings and reserves	Total
Balance as at 1 January 2015	<u>27,000</u>	<u>18,771</u>	<u>45,771</u>
Net profit for the period	-	7,171	7,171
Other comprehensive income for the period	<del>-</del>	<del>-</del>	
Balance as at 30 June 2015	<u>27,000</u>	<u>25,942</u>	<u>52,942</u>
Balance as at 1 January 2016	<u>27,000</u>	<u>54,823</u>	<u>81,823</u>
Dividend paid		(30,960)	(30,960)
Net profit for the period	-	7,094	7,094
Other comprehensive income for the period	<del></del>	388	388
Balance as at 30 June 2016	<u>27,000</u>	<u>31,345</u>	<u>58,345</u>

#### NOTE 1: ORGANIZATION AND BASIS OF FINANCIAL STATEMENTS

#### 1.1. General information

These interim condensed financial statements had been prepared in accordance with the prescriptions of IAS 34.

#### 1.2. Accounting

The Bank maintains its accounting records and prepares its statutory accounts in accordance with the commercial, banking and fiscal regulations prevailing in Hungary.

OTP Mortgage Bank's ("Bank") functional currency is the Hungarian Forint ("HUF").

The accounting policies followed by the Bank in the preparation of these financial statements conform with International Financial Reporting Standards ("IFRS"). Some of the accounting principles prescribed for statutory purposes are different from those generally recognized in international financial markets. Certain adjustments have been made to OTP Mortgage Bank's Hungarian statutory accounts in order to present the financial position and results of operations of OTP Mortgage Bank in accordance with all standards and interpretations approved by the International Accounting Standards Board ("IASB"), which are referred to as IFRS.

The financial statements have been prepared in accordance with IFRS as adopted by the European Union (the "EU"). IFRS as adopted by the EU do not currently differ from IFRS as issued by the IASB, except for portfolio hedge accounting under IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39") which has not been approved by the EU. As the Bank does not apply portfolio hedge accounting under IAS 39, there would be no impact on these financial statements, had it been approved by the EU at the balance sheet date.

Preparing these condensed financial statements the Bank followed the same accounting policies and methods as are applied in the annual financial statements of the year ended 31 December.

### NOTE 2: SIGNIFICANT EVENTS DURING THE SIX MONTH PERIOD ENDED 30 JUNE 2016 AND POST BALANCE SHEET EVENTS

#### 2.1. Relevant transactions related to issued securities

Issued securities became due in amount of HUF 151 billion, and there were no issuance for the period.

	NOTE 3:	PLACEMENTS WITH OTHER BANKS (in H	UF million)
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Wishing and a second of the se	30 June 2016	31 December 2015	
Within one year in HUF	77,000	70,570	
Subtotal	<u>77,000</u>	<u>70,570</u>	
Accrued interest	2	20	
Total	<u>77,002</u>	<u>70,590</u>	
From this: amounts due from OTP Bank	<u>77,002</u>	<u>70,590</u>	
	30 June 2016	31 December 2015	
Interest conditions on placements with other banks in HUF in foreign currency	0.50 - 2.10%	0.10% - 1.35%	
Average interest of placements with other banks	30 June 2016	31 December 2015	
in HUF in CHF	1.19%	1.73% 0.71%	
NOTE 4: SECURITIES AVAILABLE-FOR-SALE (in HUF million)			
	30 June 2016	31 December 2015	
Hungarian Government bonds Accrued interest Total	11,342 <u>11</u> <b>11,353</b>	11,320 <u>337</u> <b>11,657</b>	
The whole portfolio was denominated in HUF as at 30 June 2016 and 31 Dece	ember 2015.		
Interest conditions and the remaining maturity of securities available-for-sale	can be analysed	as follows:	
	30 June 2016	31 December 2015	
Within five years, fixed interest Interest condition on interest-bearing securities available-for-sale	11,342 6.5%	11,320 6.5%	
The valuation of the securities available-for-sale was as follows as at 30 June 2	2016:		
	30 Cost	June 2016 Fair value	
Hungarian government bonds Total	11,130 11,130	11,342 11,342	
The valuation of the securities available-for-sale was as follows as at 31 December 11.	mber 2015:		
	31 I Cost	December 2015 Fair value	
Hungarian government bonds Total	11,587 11,587	11,320 11,320	

### NOTE 5: LOANS, NET OF ALLOWANCES FOR LOAN LOSSES (in HUF million)

	30 June 2016	31 December 2015
Short-term loans (within one year) in HUF	46,577	49,271
in CHF in EUR		7 2
Total in foreign currency Subtotal	<u>4</u> 46,581	<u>9</u> <u>49,280</u>
Long-term loans (over one year) in HUF	922,292	950,238
in CHF in EUR in JPY Total in foreign currency Subtotal	86 515 1,079 1,680 <b>923,972</b>	100 361 <u>627</u> 1,088 <b>951,326</b>
Loans Gross Total	<u>970,553</u>	<u>1,000,606</u>
Provision for impairment	(20,783)	(25,894)
Accrued interest	5,531	5,181
Total	<u>955,301</u>	<u>979,893</u>

A significant part of the loans above are mortgage loans for housing. The loans have collateral notified in the public property register in favour of OTP Mortgage Bank. Such loans and their collateral are included in the Bank's register and mortgage bonds can be issued up to this registered amount. The remaining parts of the loans are real estate development loans given to individual farmers that work in the agro-industry. Real estate and arable land can be accepted as collateral of these loans.

Interest conditions on loans, net of allowance for loan losses:

	30 June 2016	31 December 2015
Loans denominated in HUF with the maturity over one year	1.03%-11.99%	3.71%-12.42%
Average interest of mortgage loans denominated in foreign currency for housing purposes		
CHF	6.98%	6.71%
EUR	7.54%	7.54%
JPY	4.66%	3.87%
Average interest of mortgage loans denominated in foreign currency for		
free purposes		
CHF	6.99%	7.49%
EUR	5.86%	5.86%
JPY	4.87%	4.78%
Average interest of real estate development loans		
HUF	8.77%	9.29%
EUR	6.22%	6.37%

OTP Mortgage Bank Ltd. only provides loans with the original maturity over one year.

### NOTE 5: LOANS, NET OF ALLOWANCES FOR LOAN LOSSES (in HUF million) [continued]

An analysis of the loan portfolio by type, before allowances for loan losses, is as follows:

	30 June	2016	31 Decem	ber 2015
Mortgage loans	966,436	99.58%	996,469	99.59%
SME loans	2,377	0.24%	2,469	0.25%
Loans to medium and large corporates	1,740	0.18%	1 668	0.16%
Total	970,553	100.00%	1.000.606	100.00%

An analysis of the change in the provision for impairment on loan losses is as follows:

	30 June 2016	31 December 2015
Opening balance	25,894	27,691
Provision for the period	10,315	32,619
Provision released for the period	(15,426)	(34,416)
Closing balance	<u>20,783</u>	<u>25,894</u>

The Bank sells non-performing loans without recourse at estimated fair value to an OTP Group member, OTP Factoring Ltd.

### NOTE 6: AMOUNTS DUE TO OTP BANK PLC. AND OTHER BANKS (in HUF million)

	(	- /
	30 June 2016	31 December 2015
Within one year		
In HUF	416,250	258,085
In JPY	664	607
In EUR	338	370
In CHF	53	90
Total in foreign currency	1,055	1,067
Subtotal	<u>417,305</u>	<u>259,152</u>
Over one year		
in HUF	11,759	11,759
Subtotal	11,759	<u>270,911</u>
Accrued interest	674	597
Total	<u>429,738</u>	<u>271,508</u>
From this: amounts due to OTP Bank	429,738	271,508
Interest conditions on amounts due to OTP Bank Plc. and other banks		
	30 June 2016	31 December 2015
In HUF	0.33 - 4.66%	1.24%-4.96%
In foreign currency	(0.16) -1.09%	0.01%-3.15%

### **NOTE 7:** LIABILITIES FROM ISSUED SECURITIES (in HUF million)

	30 June 2016	31 December 2015
Within one year:		
In HUF	4,709	156,011
In EUR	<u>158,080</u>	<u>156,560</u>
	<u>162,789</u>	<u>312,571</u>
Over one year		
In HUF	206,911	207,357
In EUR	<u>160,011</u>	<u>159,224</u>
	<u>366,922</u>	<u>366,581</u>
Subtotal	529,711	679,152
Accrued interest	21,932	29,109
Total	<u>551,643</u>	<u>708,261</u>
Issued mortgage bonds during the period (nominal value)	-	153,410
Mortgage bonds became due (nominal value)	151,269	269,184
Interest conditions on issued securities		
	30 June 2016	31 December 2015
In HUF	7.59% - 11.00%	7.50% - 11.00%
In foreign currency	0.40% - 1.65%	0.59% - 1.85%
A reconciliation of the face value and the amortized cost is as follows:		
	30 June 2016	31 December 2015
Face value of the issued securities	520,118	668,381
Unamortized premiums	7,662	8,096
Fair value hedge adjustment	<u>1,931</u>	<u>2,675</u>
Amortized cost	<u>529,711</u>	<u>679,152</u>

OTP Mortgage Bank can issue mortgage bonds up to the total amount of collateral in the form of property notified in the public property register in favour of OTP Mortgage Bank. A coverage register of the mortgage property constituting the ultimate coverage for the mortgage bonds and the value of the collateral is recorded. An independent coverage supervisor is appointed for monitoring and certifying the existence and valuation of eligible collateral and the registration of such collateral in the coverage register.

### NOTE 8: OFF-BALANCE SHEET ITEMS AND DERIVATIVE FINANCIAL INSTRUMENTS (in HUF million)

### Fair value of derivative instruments

	Fair value		Notional	value, net
	30 June 2016	31 December 2015	30 June 2016	31 December 2015
CCIRS designated as fair value hedge				
Positive fair value of CCIRS designated as fair value hedge	23,560	21,978	23,346	21,872
Negative fair value of CCIRS designated as fair value hedge	(17,049)	(17,771)	(17,051)	(17,570)
Derivative financial assets total	23,560	21,978	23,346	<u>21,872</u>
Derivative financial liabilities total	(17,049)	<u>(17,771)</u>	(17,051)	(17,570)
<b>Derivative financial instruments total</b>	<u>6,511</u>	<u>4,207</u>	<u>6,295</u>	<u>4,302</u>

### NOTE 9: NET INTEREST INCOME (in HUF million)

	Six month period ended 30 June 2016	Six month period ended 30 June 2015	Year ended 31 December 2015
Interest income			
Loans	23,724	19,533	48,601
Placements with other banks	3,121	11,136	14,616
Interest subsidy on housing loans financed by			
mortgage bonds	10,189	12,320	23,711
Securities available-for-sale	<u> 137</u>	<del>_</del>	<u>165</u>
<b>Total Interest Income</b>	<u>37,171</u>	<u>42,989</u>	<u>87,093</u>
Interest expense			
Amounts due to OTP Bank Plc. and other banks	6,488	13,343	19,488
Liabilities from issued securities	14,176	24,920	45,504
Subordinated loans	68	70	139
<b>Total Interest Expense</b>	<u>20,732</u>	<u>38,333</u>	<u>65,131</u>
NET INTEREST INCOME	<u>16,439</u>	4,656	<u>21,962</u>

#### **NOTE 10: RELATED PARTY TRANSACTIONS (in HUF million)**

#### 10.1. Outstanding balances/Transactions due from or due to OTP Bank

#### 10.1.1. Outstanding balances in the Unconsolidated Statement of Financial Position related to OTP Bank

The Bank had the following assets and liabilities due from or due to the OTP Bank:

Assets	30 June 2016	31 December 2015
Cash, amounts due from OTP Bank	27	27
Placements with OTP Bank	77,002	70,590
Accrued receivables	60	16
Fair value hedge derivatives – positive fair value	23,560	21,978
Liabilities	30 June 2016	31 December 2015
Amounts due to OTP Bank and other banks	429,738	270,911
Issued mortgage bonds held by OTP Bank	503,136	658,260
Accrued interest payable related to mortgage bonds held by		
OTP Bank	16,596	24,095
Other liabilities due to OTP Bank	5,756	737
Fair value hedge derivatives - negative fair value	17,049	17,771

#### 10.1.2. Transactions in the Unconsolidated Statement of Recognized Income related to OTP Bank

	Six month	Six month	Year ended 31
	period ended	period ended	December
	<b>30 June 2016</b>	<b>30 June 2015</b>	2015
Interest income	3,628	13,483	1,090
Interest expense	19,790	37,035	62,852
Account handling fees paid to OTP Bank	6,589	13,483	15,706
Other fees and commissions relating to lending paid to OTP			
Bank	731	114	135
Revenue from the value appraisal activity from OTP Bank	108	49	127

### 10.1.3. Transactions of the Mortgage Bank's loan portfolio related to OTP Bank

	Six month period ended 30 June 2016	Six month period ended 30 June 2015	Year ended 31 December 2015
Performing loans purchased from OTP Bank	309	-	1,451
Book value of performing loans purchased from OTP			
Bank	310	-	1,453

### 10.2. Outstanding balances related to key management personnel

The management, the members of the Board of Directors and the Supervisory Board and their close relatives have loans of HUF 475 million as at 30 June 2016. These loans were covered by mortgages in amount of HUF 946 million.

### 10.3. Outstanding balances/Transactions related to other related parties

### 10.3.1. Outstanding balances related to OTP Building Society Ltd.

	30 June 2016	31 December 2015
Issued mortgage bonds held by OTP Building Society Ltd.	5,224	5,359
Accrued interest payable related to mortgage bonds held by		
OTP Building Society Ltd.	358	184

### **NOTE 10: RELATED PARTY TRANSACTIONS (in HUF million) [continued]**

#### 10.3.2. Transactions of the Mortgage Bank's loan portfolio related to OTP Factoring Ltd.

	Six month period ended 30 June 2016	Six month period ended 30 June 2015	Year ended 31 December 2015
Book value of non-performing loans sold to OTP Factoring Ltd.	9,428	3	4,444
Selling price of the non-performing loans related to OTP Factoring Ltd.	8,776	2	3,557
Accrued receivables due from OTP Factoring Ltd.	17	-	-

### 10.3.3. Further Outstanding balances/Transactions related to other related party

Further Outstanding balances		30 June 2016	31 December 2015
Accrued receivables due from other related party		18	21
Other liabilities due to other related party		2,022	29
Issued mortgage bonds held by OTP Fund Management Ltd.		2,487	2,550
Accrued interest payable related to mortgage bonds held by			
OTP Fund Management Ltd.		167	93
Further Transactions related to other related party	Six month period ended 30 June 2016	Six month period ended 30 June 2015	Year ended 31 December 2015
Other operating income from other related party	4	13	13
Revenue from the value appraisal activity from OTP Factoring Ltd. and from other related party	71	95	142

In the normal course of the business the Bank enters into other transactions with the entities within the OTP Group, the amounts and volumes of which are not significant to these financial statements taken as a whole. Only relevant transactions were highlighted.

### NOTE 11: RECONCILIATION OF FINANCIAL STATEMENTS PREPARED UNDER HAS AND FINANCIAL STATEMENTS PREPARED UNDER IFRS (in HUF million)

	Retained Earnings and Reserves as at 1 January 2016	Net profit for the six month period ended 30 June 2016	Direct Movements on Reserves and Dividend	Retained Earnings and Reserves as at 30 June 2016
Financial Statements in accordance				
with HAS	17,692	7,672	-	25,364
Fair value adjustment of available-for-sale				
financial assets	(267)	(457)	479	(245)
Application of effective interest rate on				
direct issuance costs of securities	74	(35)	-	39
Effect of using effective interest rate method for loan origination fees and				
cost	14,519	1,904	-	16,423
Fair value adjustment of derivative				
financial instruments	-	-	-	-
Correction on banking tax	-	(2,003)	-	(2,003)
Fair value adjustment of loans originated				
below market interest rate	(8,145)	834	-	(7,311)
Deferred taxation	(10)	(821)	(91)	(922)
Dividend paid in 2016	<u>30,960</u>		(30,960)	
Financial Statements in accordance				
with IFRS	<u>54,823</u>	<u>7,094</u>	<u>(30,572)</u>	<u>31,345</u>