



## **OTP Bank Nyrt.**

*(incorporated with limited liability in Hungary)*

**EUR 5,000,000,000**

### **Euro Medium Term Note Programme**

This first supplement (the **First Supplement**) constitutes a supplement for the purposes of Directive 2003/71/EC (the **Prospectus Directive**) and for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law of 10 July 2005 on Prospectuses for Securities (the **Prospectus Act**) implementing the Prospectus Directive. This First Supplement is supplemental to, forms part of, and must be read in conjunction with, the Base Prospectus dated 13 November 2012 (the **Base Prospectus**) prepared by OTP Bank Nyrt. (*OTP Bank Nyilvánosan Működő Részvénytársaság*) (the **Issuer**) with respect to the EUR 5,000,000,000 Euro Medium Term Note Programme for the issuance of Notes (the **Programme**). Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this First Supplement.

This First Supplement has been approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (the **CSSF**) in its capacity as competent authority for the purposes of the Prospectus Act. The CSSF assumes no responsibility for the economic and financial soundness of the transactions contemplated under the Programme or the quality or solvency of the Issuer in accordance with Article 7(7) of the Prospectus Act 2005.

The Issuer accepts responsibility for the information contained in this First Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this First Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this First Supplement or any statement incorporated by reference into the Base Prospectus by this First Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statement in (a) above will prevail.

If documents incorporated by reference by virtue of this First Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Base Prospectus for the purposes of the Prospectus Directive, except where such information or other documents are specifically incorporated by reference by virtue of this First Supplement.

Save as disclosed in this First Supplement, no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus has arisen since the publication of the Base Prospectus.

In accordance with paragraph 2 of Article 13 of the Prospectus Act, investors who have already agreed to purchase or subscribe for the Notes before this First Supplement is published, shall have the right exercisable up to 14 December 2012 to withdraw their acceptances.

Copies of this First Supplement, the Base Prospectus and all documents incorporated by reference into the Base Prospectus and in this First Supplement are available on the Luxembourg Stock Exchange's website ([www.bourse.lu](http://www.bourse.lu)) and on the website of the Issuer ([www.otpbank.hu/portal/en/IR\\_index\\_eng](http://www.otpbank.hu/portal/en/IR_index_eng)), and such documents are available free of charge from the specified office of any paying agent or the principal office in Luxembourg of BNP Paribas Securities Services, Luxembourg Branch, 33, rue de Gasperich, Howald-Hesperange, L-2085, Luxembourg.

### **The purpose of this First Supplement**

This First Supplement has been prepared for the purposes of, *inter alia*: (a) incorporating by reference into the Base Prospectus the unaudited IFRS financial statements for the nine-month period ended 30 September 2012; (b) updating the relevant section of the Base Prospectus with recent changes in respect of the Issuer's rating and recent developments concerning litigation and other important arrangements entered into to ensure safe operation; (c) disclosing information on recent legislative developments and updating the information included in the relevant section of the Base Prospectus in relation to such developments; and (d) effecting consequential amendments to the Base Prospectus.

By virtue of this First Supplement, the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described in the sections headed "*Information Incorporated by Reference*" and "*Additions and Amendments to the Base Prospectus*" of this First Supplement below and consequential amendments shall be deemed to have been made to page numbering and all cross-references to page numbering in the Base Prospectus.

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### INFORMATION INCORPORATED BY REFERENCE

In addition to the information incorporated by reference into the Base Prospectus, the following information, which has been previously published or is simultaneously published with this First Supplement and has been submitted to, and filed with, the CSSF shall, by virtue of this First Supplement, be incorporated in, form part of, and complete the list of documents incorporated by reference set out at page 40 in, the Base Prospectus:

- (a) *Interim Management Report – First nine months 2012 result* dated 15 November 2012 including the information set out at the following pages in particular:

<b>Document</b>	<b>Section incorporated</b>
Interim Management Report - First nine months 2012 result (English translation of the original report submitted to the Budapest Stock Exchange) dated 15 November 2012	Pages 35 to 39
– Financial Statements:	
– Separate and Consolidated IFRS Statement of Financial Position (unaudited)	Page 35
– Separate and Consolidated IFRS Statement of Recognised Income (unaudited)	Page 36
– Separate and Consolidated IFRS Statement of Cash Flows	Page 37
– Statement of Changes in Consolidated Shareholders' Equity (IFRS)	Page 38
– Ownership Structure of OTP Bank Plc.	Page 39
– Shareholders with over/around 5% stake	Page 39

Any other information not listed above but contained in such document is incorporated by reference for information purposes only; and

- (b) *Unaudited separate condensed financial statements of the Issuer in accordance with International Financial Reporting Standards as adopted by the European Union for the nine month period ended 30 September 2012* including the information set out at the following pages in particular:

<b>Document</b>	<b>Section incorporated</b>
Separate condensed financial statements in accordance with International Financial Reporting Standards as adopted by the European Union for the nine- month period ended 30 September 2012	Pages 2 to 13
– Financial Statements:	
– Separate Statement of Financial Position (unaudited)	Page 2
– Separate Condensed Statement of Recognised Income of Comprehensive Income (unaudited)	Page 3
– Separate Condensed Statement of Cash-Flows (unaudited)	Page 4
– Separate Statement of Changes in Shareholders' Equity (unaudited)	Page 5
– Selected Explanatory Notes	Pages 6 to 13

Any other information not listed above but contained in such document is incorporated by reference for information purposes only.

## **ADDITIONS AND AMENDMENTS TO THE BASE PROSPECTUS**

This section “*Additions and Amendments to the Base Prospectus*” details certain amendments that shall be deemed to have been made to the relevant sections of the Base Prospectus organised under the headings as follows:

- I.** amendments to the section headed “*Documents Incorporated by Reference*” of the Base Prospectus;
- II.** amendments to the section headed “*Description of the Issuer*” of the Base Prospectus;
- III.** amendments to the section headed “*The Hungarian Banking System*” of the Base Prospectus; and
- IV.** amendment to the section headed “*General Information*” of the Base Prospectus.

**I. Amendments to the section headed “Documents Incorporated by Reference” of the Base Prospectus at pages 40 to 43**

**1. The list set out in paragraphs (f) to (g) at page 42-43 shall be deemed to have been deleted in its entirety and replaced with the following list:**

- (f) Interim Management Report – First nine months 2012 result dated 15 November 2012 including the information set out at the following pages in particular:

<b>Document</b>	<b>Section incorporated</b>
Interim Management Report - First nine months 2012 result (English translation of the original report submitted to the Budapest Stock Exchange) dated 15 November 2012	Pages 35 to 39
– Financial Statements:	
– Separate and Consolidated IFRS Statement of Financial Position (unaudited)	Page 35
– Separate and Consolidated IFRS Statement of Recognised Income (unaudited)	Page 36
– Separate and Consolidated IFRS Statement of Cash Flows	Page 37
– Statement of Changes in Consolidated Shareholders’ Equity (IFRS)	Page 38
– Ownership Structure of OTP Bank Plc.	Page 39
– Shareholders with over/around 5% stake	Page 39

Any other information not listed above but contained in such document is incorporated by reference for information purposes only;

- (g) Unaudited separate condensed financial statements of the Issuer in accordance with International Financial Reporting Standards as adopted by the European Union for the nine month period ended 30 September 2012 including the information set out at the following pages in particular:

<b>Document</b>	<b>Section incorporated</b>
Separate condensed financial statements in accordance with International Financial Reporting Standards as adopted by the European Union for the nine- month period ended 30 September 2012	Pages 2 to 13
– Financial Statements:	
– Separate Statement of Financial Position (unaudited)	Page 2
– Separate Condensed Statement of Recognised Income of Comprehensive Income (unaudited)	Page 3
– Separate Condensed Statement of Cash-Flows (unaudited)	Page 4
– Separate Statement of Changes in Shareholders’ Equity (unaudited)	Page 5
– Selected Explanatory Notes	Pages 6 to 13

Any other information not listed above but contained in such document is incorporated by reference for information purposes only;

- (h) the Articles of Association of the Issuer, which are incorporated by reference for information purposes only.
- (i) the Terms and Conditions of the Notes contained in each of previous Base Prospectuses prepared by the Issuer in connection with the Programme as follows:
  - (i) Base Prospectus dated 30 August 2006, pages 33 – 59 (inclusive);
  - (ii) Base Prospectus dated 23 April 2008, pages 37 – 65 (inclusive);
  - (iii) Base Prospectus dated 26 August 2009, pages 42 – 70 (inclusive);
  - (iv) Base Prospectus dated 30 July 2010, pages 48 – 76 (inclusive);
  - (v) Base Prospectus dated 5 October 2011, pages 55 – 83 (inclusive).



**II. Amendments to the section headed “Description of the Issuer” of the Base Prospectus at pages 84 to 117**

- 1. Subsection headed “(2) Litigation initiated by the Holocaust Victims of Bank Theft in 2010” at page 98 shall be deemed to have been deleted in its entirety and replaced with the following text**

The plaintiffs in this litigation were seeking to enforce a claim against OTP Bank, the National Bank of Hungary, Erste Bank Group, MKB Bayerische Landesbank, Credit Anstalt Bank and certain other banks to be determined by the plaintiffs at a later stage as defendants on the ground of the defendants having allegedly participated in, and given aid to, the genocide in 1944 through assisting in confiscation, and having received unjust enrichment. The value of the claim sought to be enforced by the plaintiffs was USD 2 billion as at 1944. OTP Bank, which was established in 1949 without any predecessors, submitted a motion to dismiss to the United States District Court Northern District of Illinois (the **USDC Illinois**), which heard the litigation, primarily on the ground of lack of jurisdiction and competence and secondarily, in case of the primary defence being rejected, on the basis of pleading statutory limitation. USDC Illinois rejected the defendants' motions to dismiss the suit and the OTP Bank and other banks as defendants submitted an appeal against the decision of USDC Illinois to the United States Court of Appeals for the Seventh Circuit. On 22 August 2012, the United States Court of Appeals for the Seventh Circuit granted the petition for writs of mandamus submitted by OTP Bank and ordered the USDC Illinois to dismiss the plaintiffs' claims against the Bank for lack of personal jurisdiction in the class action brought by the "Holocaust Victims of Bank Theft" against, among other defendants, OTP Bank. USDC Illinois has, by virtue of the order of the United States Court of Appeals for the Seventh Circuit, dismissed the suit in respect of OTP Bank on the ground of lack of personal jurisdiction. This order for dismissal of the suit of USDC Illinois is final and binding.

- 2. Subsection headed “2012” at page 99 shall be deemed to have been deleted in its entirety and replaced with the following text**

On 12 January 2012 Fitch Ratings affirmed OTP Bank's Support Rating at '3'.

On 27 November 2012, as a result of lowering the long term credit ratings of the Hungarian sovereign to 'BB' on 23 November 2012, Standard and Poor's Ratings Services lowered the long term counterparty credit ratings of OTP Bank and OTP Mortgage Bank to 'BB' from 'BB+'. The short term counterparty credit rating has been confirmed at level 'B'. The outlooks on both banks are stable.

On 10 December 2012 Moody's Investors Service lowered the long term local currency deposit rating to B2 from Ba3 and the long term foreign currency deposit rating to Caa1 from B3 of OTP Bank Ukraine. The rating action followed the downgrade of the issuer rating of the Ukrainian sovereign to B3 from B2 on 5 December 2012.

The table below shows the rating developments of the OTP Group in respect of ratings assigned by Moody's Investors Service Limited, Moody's Italia S.r.l., Standard & Poor's Credit Market Services Europe Limited and Fitch Ratings CIS Limited (Fitch) as at 9 November 2012. Moody's Italia S.r.l. and Fitch are both established in the European Union and are registered under the CRA Regulation (see the ESMA website for a list of registered credit rating agencies: <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>).

OTP Bank	Rating	Latest movement			
		Date	Movement	Outlook	
Moody's	Bank Financial Strength Rating	D+	16/12/2011	Confirmed	Negative

	Long Term Foreign Currency Deposit	Ba2	16/12/2011	Confirmed	Negative
	Long Term Local Currency Deposit	Ba1	16/12/2011	Confirmed	Negative
	Short Term Foreign Currency Deposit	NP	16/12/2011	Confirmed	
	Short Term Local Currency Deposit	NP	16/12/2011	Confirmed	
	Senior Unsecured MTN Foreign Currency Debt	(P)Ba1	16/12/2011	Confirmed	
	Subordinated Foreign Currency Debt (LT2)	Ba2	16/12/2011	Confirmed	Negative
	Subordinated MTN Foreign Currency Debt (LT2)	(P)Ba2	16/12/2011	Confirmed	
	Subordinated Foreign Currency Debt (UT2)	Ba3	16/12/2011	Confirmed	Negative
Standard & Poor's	Long Term Foreign Currency Counterparty Credit Rating	BB	27/11/2012	Downgrade	Stable
	Long Term Local Currency Counterparty Credit Rating	BB	27/11/2012	Downgrade	Stable
	Short Term Foreign Currency Counterparty Credit Rating	B	27/11/2012	Affirmed	
	Short Term Local Currency Counterparty Credit Rating	B	27/11/2012	Affirmed	
Fitch	Support Rating	3	12/01/2012	Affirmed	

Subsidiary	Moody's Rating	Latest movement			
		Date	Movement	Outlook	
DSK Bank	Bank Financial Strength Rating	D	30/07/2012	Downgrade	Negative
	Long Term Foreign Currency Deposit	Baa3	30/07/2012	Confirmed	Negative
	Long Term BGN Deposit	Baa3	30/07/2012	Confirmed	Negative
	Short Term Foreign Currency Deposit	P-3	30/07/2012	Confirmed	
	Short Term BGN Deposit	P-3	30/07/2012	Confirmed	
OJSC OTP Bank (Russia)	Bank Financial Strength Rating	D-	01/07/2011	Upgrade	Stable
	Long Term Foreign Currency Deposit	Ba2	20/12/2011	Confirmed	Stable
	Long Term RUB Deposit	Ba2	20/12/2011	Confirmed	Stable
	Short Term Foreign Currency Deposit	NP	01/07/2011	Confirmed	
	Short Term RUB Deposit	NP	01/07/2011	Confirmed	
OTP Bank JSC (Ukraine)	Bank Financial Strength Rating	E+	07/12/2012	Confirmed	Negative
	Long Term Foreign Currency Deposit	Caa1	07/12/2012	Downgrade	Negative
	Long Term UAH Deposit	B2	07/12/2012	Downgrade	Negative
	Short Term Foreign Currency Deposit	NP	29/11/2011	Confirmed	
	Short Term UAH Deposit	NP	29/11/2011	Confirmed	
OTP Mortgage Bank	Bank Financial Strength Rating	D+	16/12/2011	Confirmed	Negative
	Long Term Foreign Currency Deposit	Ba2	16/12/2011	Confirmed	Negative
	Long Term HUF Deposit	Ba1	16/12/2011	Confirmed	Negative
	Short Term Foreign Currency Deposit	NP	16/12/2011	Confirmed	
	Short Term HUF Deposit	NP	16/12/2011	Confirmed	
	Covered Bonds (EUR)	Baa3	20/12/2011	Confirmed	
	Covered Bonds (HUF)*	Baa3	20/12/2011	Confirmed	

Subsidiary	Fitch Rating	Latest movement			
		Date	Movement	Outlook	
OJSC OTP Bank (Russia)	Long Term Foreign Currency Issuer Default Rating	BB	13/01/2012	Affirmed	Negative

\* HUF denominated Covered Bonds issued since June 2004 are not rated

**3. The following text shall be deemed to have been added to the subsection headed "Other important arrangements entered into to ensure safe operation" immediately following its last paragraph at page 103:**

On 5 December 2012 the Romanian Court of Registration registered a capital increase at the Romanian subsidiary of OTP Bank. The general meeting of OTP Bank Romania S.A. passed a resolution on 26 November 2012 about a capital increase by issuing ordinary shares. The registered capital of the Romanian subsidiary was raised from RON 682,908,960 to RON 732,908,880 by its majority owner, OTP Bank Plc. Thereby the ownership of OTP Bank Plc. grew from 99.99985942% to 99.99986902%, whereas the ownership of Merkantil Bank Ltd. decreased from 0.00014058% to 0.00013098%.

**III. Amendments to the section headed “*The Hungarian Banking System*” of the Base Prospectus at pages 120 to 147**

**1. First paragraph of subsection headed “*Special bank tax*” at page 139 shall be deemed to have been deleted in its entirety and replaced with the following text**

Legislative measures, aimed at enhancing financial stability, imposed a special extra tax levied on certain financial institutions, including credit institutions (the **Extra Tax**). The tax basis is the adjusted balance sheet total as at 31 December 2009 (the **Tax Basis**) in the case of credit institutions. The Extra Tax is levied at 0.15% of the Tax Basis up to HUF 50 billion, whilst a 0.53% tax rate applies to that part of the Tax Basis which exceeds HUF 50 billion.

**2. Sub-subsection headed “*Transaction duty on the payment services sector*” at page 140 shall be deemed to have been deleted in its entirety and replaced with the following text**

On 9 July 2012 the Parliament has approved the Act CXVI of 2012 on Financial Transaction Duty (the **Payment Transaction Duty**), which will be imposed from 1 January 2013 on most payment transactions (e.g. transfers, direct debits, most card payments, money remittances, cash withdrawals from payment account, letters of credit, cheque remittances, etc) with certain exceptions, such as transfers between the payment accounts of an account holder managed by the same payment service provider (including credit institutions), interbank payments (payments through a payment service provider from a payment account held by another payment service provider, financial institution, investment firm, investment fund or investment fund manager), etc.

The Payment Transaction Duty will, in most cases, be payable by the payor's relevant payment service provider (in the case of letters of credit, the Payment Transaction Duty is imposed on the issuing bank, in the case of money remittances, it is payable by the payment service provider used and, as to cheque remittances, by the issuer's relevant payment service provider). Pursuant to the latest amendments to the Act on Financial Transaction Duty, as defined above, adopted by the Parliament on 12 November, the tax rate will be 0.2 per cent of the amount by which the payment account of the paying party is charged. In the case of cash withdrawals, 0.3 per cent will be levied on the amount to be withdrawn. The maximum Payment Transaction Duty payable per most transactions is HUF 6,000.

**IV. Amendment to the section headed “*General Information*” of the Base Prospectus at pages 156 to 158**

**1. The subsection headed “*Significant or material change*” at page 157 shall be deemed to have been deleted in its entirety and replaced with the following text:**

There has been no significant change in the financial position of the Issuer since 30 September 2012 and there has been no material adverse change in the financial position or prospects of the Issuer since 31 December 2011.

## GENERAL INFORMATION

There has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus. Investors should be aware that the Issuer's current capital position is stable; however, the recent crisis in the international and domestic capital markets can significantly affect the Issuer's liquidity and market position due to unfavourable changes in the conditions for its funding opportunities.

### Documents Available

The following documents shall be deemed to have been added to the documents listed in the subsection headed "*Documents available*" in the section headed "*General Information*" of the Base Prospectus at page 156, the copies of which will, when published, be available for inspection for a period of 12 months following the date of the Base Prospectus from the registered office of the Issuer and from the specified office of the Paying Agent for the time being in Luxembourg:

- (a) the unaudited Interim Management Report - First nine months 2012 result (English translation of the original report submitted to the Budapest Stock Exchange) dated 15 November 2012
- (b) the unaudited Separate Condensed Financial Statements in accordance with International Financial Reporting Standards as adopted by the European Union for the nine- month period ended 30 September 2012