

## 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2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.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.

**Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as modified or amended from time to time (the “SFA”)** – In connection with Section 309(B) of the SFA and the CMP Regulations 2018, the Issuer has determined, and hereby notifies all persons (including all relevant persons as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

**Paragraph 21 of the Hong Kong SFC Code of Conduct** - As paragraph 21 of the Hong Kong SFC Code of Conduct applies to this offering of the Notes, prospective investors and “capital market intermediaries” should refer to the “Important Notice” and “Subscription and Sale” sections of the Base Prospectus.

**Final Terms dated 26 June 2025**

**OTP BANK NYRT.**

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

**Issue of CNY 900,000,000 3.50 per cent. Senior Preferred Fixed-to-Floating Callable Green Notes due 2028**

**under the €7,000,000,000 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 30 April 2025 and the supplement to the base prospectus dated 20 June 2025 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.luxse.com](http://www.luxse.com)).

1. Issuer: OTP Bank Nyrt.

### **DESCRIPTION OF THE NOTES**

- |    |       |  |  |
|----|-------|--|--|
| 2. | (i)   | Series Number:                           | 15   |
|    | (ii)  | Tranche Number:                          | 1  |
|    | (iii) | Date on which the Notes become fungible: | Not Applicable   |
| 3. |       | Specified Currency or Currencies:        | Chinese Renminbi – Offshore deliverable CNY (“ <b>CNY</b> ” or “ <b>CNH</b> ”)   |
| 4. |       | Aggregate Principal Amount:              | CNY900,000,000   |
| 5. |       | Issue Price:                             | 100.00 per cent. of the Aggregate Principal Amount   |
| 6. | (i)   | Specified Denominations:                 | CNY1,000,000 and integral multiples of CNY 10,000 in excess thereof  |
|    | (ii)  | Calculation Amount:                      | CNY10,000  |
| 7. | (i)   | Issue Date:                              | 30 June 2025   |
|    | (ii)  | Interest Commencement Date:              | Issue Date   |
| 8. |       | Maturity Date:                           | 30 June 2028, unadjusted   |
| 9. |       | Interest Basis:                          | 3.50 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 SHIBOR + |

- 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 100.00 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) 30 June 2027 (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)
- Clean-Up Call Option: Not Applicable
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: Gross-up of principal: Not Applicable
- (iv) Date Asset-Liability Committee approval for issuance of Notes obtained: 26 May 2025

#### **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: 3.50 per cent. per annum payable annually in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 30 June 2026, adjusted in accordance with the Business Day Convention specified in paragraph 14(vi) below and 30 June 2027, unadjusted
- (iii) Fixed Coupon Amount(s): Calculation Amount x Rate of Interest x Day Count Fraction
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/365 (Fixed)
- (vi) Business Day Convention: Modified Following Business Day Convention (applicable only to and in respect of the first Interest Payment Date)
15. **Reset Note Provisions** 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 Period(s):	Not Applicable
(ii)	Interest Payment Dates:	30 September 2027, 30 December 2027 and 30 March 2028, subject, in each case, to adjustment in accordance with the Business Day Convention set out in paragraph 16 (v) below, and 30 June 2028, unadjusted
(iii)	First Interest Payment Date:	30 September 2027, subject to adjustment in accordance with the Business Day Convention set out in paragraph 16(v) below
(iv)	Effective Interest Payment Date:	Not Applicable
(v)	Business Day Convention:	Modified Following Business Day Convention
(vi)	Additional Business Centre(s):	Beijing <i>For the avoidance of doubt, “<b>Business Day</b>” means a day (other than a Saturday, Sunday or public holiday) on which commercial banks in Hong Kong are generally open for business and settlement of Renminbi payments in Hong Kong and a day on which commercial banks and foreign exchange markets settle payments generally in Beijing</i>
(vii)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(viii)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Fiscal Agent):	Fiscal Agent
(ix)	Screen Rate Determination:	Applicable
(x)	Index Determination:	Not Applicable
	• Reference Rate:	3- month SHIBOR
	• Reference Bank(s):	As per the Conditions
	• Interest Determination Date(s):	The second Business Day in Beijing prior to the first day of each Interest Period
	• Relevant Screen Page:	Bloomberg Page SHIF3M Index or any successor or replacement page thereof
	• Relevant Time:	11:00 a.m. in the Relevant Financial Centre
	• Relevant Financial Centre:	Beijing
	• Calculation Method:	Not Applicable


	• Observation Method:	Not Applicable
	• Observation Look-back Period:	Not Applicable
	• D:	Not Applicable
	• Rate Cut-off Date:	Not Applicable
	• Reference Currency:	Renminbi
	• Designated Maturity:	Not Applicable
	• Determination Time:	Not Applicable
	• CMS Rate Fixing Centre(s):	Not Applicable
(xi)	ISDA Determination:	Not Applicable
(xii)	Linear Interpolation:	Not Applicable
(xiii)	Margin(s):	+1.993 per cent. per annum
(xiv)	Minimum Rate of Interest:	0.00 per cent. per annum
(xv)	Maximum Rate of Interest:	Not Applicable
(xvi)	Day Count Fraction:	Actual/360
17.	<b>Zero Coupon Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION, SUBSTITUTION AND VARIATION</b>		
18.	<b>Call Option</b>	Applicable
(i)	Optional Redemption Date(s) (Call):	30 June 2027
(ii)	Optional Redemption Amount (Call):	CNY10,000 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):	CNY10,000 per Calculation Amount
(iii)	Senior Notes: Substitution and Variation:	Applicable


	(iv) Senior Notes: Tax Event (Deductibility):	Applicable
20.	<b>Tier 2 Capital Notes</b>	
	(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.	<b>Put Option</b>	Not Applicable
22.	Early Redemption Amount (Tax):	CNY10,000 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 CNY10,000 per Calculation Amount
24.	Redemption Amount for Zero Coupon Notes:	Not Applicable
<b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>		
25.	Form of Notes:	<b>Registered Notes:</b> Global Certificate registered in the name of a nominee for a common depositary 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 respective 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 respective 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 PATAKI SÁNDOR

By:   
Duly authorised BABARCZI IMRE

## 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: | €2,825   |

### 2. Ratings

- |          |  |
|----------|--|
| Ratings: | <p>The Notes to be issued are expected to be rated by:</p> <p>Scope Ratings GmbH (“<b>Scope</b>”): BBB+</p> <p>In accordance with Scope’s rating definition available as at the date of these Final Terms on <a href="https://www.scoperatings.com/dam/jcr:489a367c-01ba-4b3e-b203-1de2dca46da2/Scope_Ratings_Rating_Definitions_2021.pdf">https://www.scoperatings.com/dam/jcr:489a367c-01ba-4b3e-b203-1de2dca46da2/Scope_Ratings_Rating_Definitions_2021.pdf</a>, obligations rated “BBB” reflect an opinion of good credit quality. Ratings issued by Scope are expressed with ‘+’ and ‘-’ as additional subcategories.</p> |
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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 and as disclosed in “Description of the OTP Group’s Business – Framework Agreements with Development Banks” in the Base Prospectus, 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: The Notes are Green Notes as described, and as this term is defined, in the Base Prospectus and the proceeds from the issue of the Notes are intended to be used for “green purposes” as described in the “ <i>Use of Proceeds</i> ” section of the Base Prospectus |
| (ii) | Estimated net proceeds: CNY897,750,000   |



5. **Fixed Rate Notes only – YIELD**

Indication of yield: For the period from (and including) the Issue Date to (but excluding) the Optional Redemption Date, 3.50 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: XS3102027383

(ii) Common Code: 310202738

(iii) Any clearing system(s) other than Euroclear, Clearstream, Luxembourg and the CMU Service 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, and registered in the name of a nominee of one of the ICSDs acting 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**

(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: Applicable

(vi) Method of distribution: Syndicated

(vii) If syndicated:

	<ul style="list-style-type: none"> <li>Names of Managers: CLSA Limited DBS Bank Ltd. China International Capital Corporation Hong Kong Securities Limited Industrial and Commercial Bank of China (Asia) Limited China Merchants Bank (Europe) S.A. ABCI Capital Limited China Zheshang Bank Co., Ltd. (Hong Kong Branch) OTP Bank Nyrt.</li> </ul>
	<ul style="list-style-type: none"> <li>Stabilisation Manager(s) (if any): Not Applicable</li> </ul>
(viii) If non-syndicated, name and address of Dealer:	Not Applicable
8. <b>BENCHMARK REGULATION</b>	<p>SHIBOR is provided by the National Interbank Funding Center (the “NIFC”). As at the date hereof, NIFC does not appear 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. As far as the Issuer is aware, the transitional provisions in Article 51 of the Regulation (EU) 2016/1011, as amended, apply, such that the NIFC is not currently required to obtain authorisation/registration (or, if located outside the European Union, recognition, endorsement or equivalence).</p>
9. <b>HONG KONG SFC CODE OF CONDUCT</b>	
Rebates:	Not Applicable
Contact email addresses of the Overall Coordinators where underlying investor information in relation to omnibus orders should be sent:	<p>CLSA Limited: <a href="mailto:ib.dcm.fig@clsa.com">ib.dcm.fig@clsa.com</a>  China International Capital Corporation Hong Kong Securities Limited: <a href="mailto:IB_Project_Feng@cicc.com.cn">IB_Project_Feng@cicc.com.cn</a>  DBS Bank Ltd.: <a href="mailto:DCMOmnibus@db.com">DCMOmnibus@db.com</a></p>
Marketing and Investor Targeting Strategy:	As indicated in the Base Prospectus