

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(as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.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

**Final Terms dated 27 September 2022**

**OTP BANK NYRT.**

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

**Issue of \$60,000,000 Fixed Reset Green 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 as supplemented by the first supplemental base prospectus dated 24 June 2022 and the second supplemental base prospectus dated 13 September 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*).

1. Issuer: OTP Bank Nyrt.

**DESCRIPTION OF THE NOTES**

2. (i) Series Number: 2  
(ii) Tranche Number: 1  
(iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: U.S. dollars (“**USD**”)
4. Aggregate Principal Amount: USD 60,000,000
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: USD 200,000  
(ii) Calculation Amount: USD 200,000
7. (i) Issue Date: 29 September 2022  
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 29 September 2026
9. Interest Basis: Reset Notes  
(see paragraphs 15 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<br>(see paragraph 18 below)   |
| 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  |

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

- |     |   |   |
|-----|---|---|
| 14. | <b>Fixed Rate Note Provisions</b>   | Not Applicable  |
| 15. | <b>Reset Note Provisions</b>  | Applicable  |
|     | (i) Initial Rate of Interest:   | 7.25 per cent. per annum payable semi-annually in arrear on each Interest Payment Date                      |
|     | (ii) Reset Rate:  | CMT Rate  |
|     | (iii) First Margin:   | + 3.47 per cent. per annum  |
|     | (iv) Subsequent Margin:   | Not Applicable  |
|     | (v) Interest Payment Date(s):   | 29 March and 29 September in each year up to (and including) the Maturity Date, commencing on 29 March 2023 |
|     | (vi) Fixed Coupon Amount in respect of the period from (and including) the Interest Commencement Date up to (but excluding) the First Reset Date: | USD 7,250 per Calculation Amount  |
|     | (vii) Broken Amount (s):  | Not Applicable  |
|     | (viii) First Reset Date:  | 29 September 2025   |
|     | (ix) Subsequent Reset Date(s):  | Not Applicable  |
|     | (x) Fixed Leg Swap Payment Frequency:   | Not Applicable  |
|     | (xi) CMT Designated Maturity:   | 1 year  |
|     | (xii) Relevant Screen Page:   | Not Applicable  |

(xiii)	CMT Rate Screen Page:	The display page on the Bloomberg L.P. information service designated as the "H15T1Y" page or such other page as may replace it on that information service or any successor information service for the purpose of displaying "treasury constant maturities" as reported in H.15(519)
(xiv)	Mid-Swap Rate:	Not Applicable
(xv)	Mid-Swap Maturity:	Not Applicable
(xvi)	Initial Mid-Swap Rate Final Fallback:	Not Applicable
(xvii)	Initial Mid-Swap Rate:	Not Applicable
(xviii)	Reset Maturity Initial Mid-Swap Rate Final Fallback:	Not Applicable
(xix)	Reset Period Maturity Initial Mid-Swap Rate:	Not Applicable
(xx)	Last Observable Mid-Swap Rate Final Fallback:	Not Applicable
(xxi)	Subsequent Reset Rate Mid-Swap Rate Final Fallback:	Not Applicable
(xxii)	Subsequent Reset Rate Last Observable Mid-Swap Rate Final Fallback:	Not Applicable
(xxiii)	Reference Rate:	Not Applicable
(xxiv)	Reference Banks:	The provisions of the Conditions apply
(xxv)	Day Count Fraction:	30/360
(xxvi)	Reset Determination Date(s):	The provisions of the Conditions apply
(xxvii)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Fiscal Agent):	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):	29 September 2025
	(i) Optional Redemption Amount (Call):	USD 200,000 per Calculation Amount
	(ii) Series redeemable in part:	No
	(iii) If redeemable in part:	Not Applicable
	(iv) 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):	USD 200,000 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):	USD 200,000 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 USD 200,000 per Calculation Amount
24.	Redemption Amount for Zero Coupon Notes:	Not Applicable

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes:	<b>Bearer Notes:</b> Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances described in the Permanent Global Note
26.	New Global Note:	Yes
27.	New Safekeeping Structure:	No
28.	Additional Financial Centre(s) or other special provisions relating to payment dates:	TARGET Settlement Day
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.:**

*Pabali Sabun*

By: .....*PATAKI DANPOR*.....  
Duly authorised

*B. C.*

By: .....*RABACZI IRE*.....  
Duly authorised

## 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: | €2,600   |

### 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:489a367c-01ba-4b3e-b203-1de2dca46da2/Scope%20Ratings\\_Rating%20Definitions\\_2022%20May.pdf](https://scoperatings.com/dam/jcr:489a367c-01ba-4b3e-b203-1de2dca46da2/Scope%20Ratings_Rating%20Definitions_2022%20May.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 Dealer, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealer and its 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 “Use of Proceeds” section of the Base Prospectus. |
| (ii) | Estimated net proceeds: \$60,000,000  |



**5. YIELD** For the period from (and including) the Issue Date to (but excluding) the First Reset Date, 7.25 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: XS2536446649
- (ii) Common Code: 253644664
- (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. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs 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 D
- (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: Non-Syndicated
- (vi) If syndicated: Not Applicable
  - (a) Names of Managers: Not Applicable
  - (b) Stabilisation Manager(s) (if any): Not Applicable
- (vii) If non-syndicated, name and address of Dealer: ING Bank N.V. Foppingadreef 7

1102 BD Amsterdam  
The Netherlands

- 8. BENCHMARK REGULATION** CMT Rate is provided by the Board of Governors of the Federal Reserve System. As at the date hereof, the Board of Governors of the Federal Reserve System is not included 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 2 of the Regulation (EU) 2016/1011, as amended, apply, such that the Board of Governors of the Federal Reserve System is not currently required to obtain authorisation/registration.