

8 September 2023

UNICREDIT JELZÁLOGBANK ZRT.

**Public placement of the UCJBG 2029/A green Mortgage Bond, registered type,  
dematerialized, fixed coupon *within the framework of the HUF 180 billion Mortgage Bond  
and Unsecured Bond*  
Issue Program for 2022-2023**

Present document is the Final Terms of the Mortgage Bonds above. Terms below were defined in the Base Prospectus, approved on 26 September 2022. Present Final Terms were prepared on the basis of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EK (**Prospectus Regulation**). Present Final Terms are to be read together with the Base Prospectus and its amendments concerning Mortgage Bonds and Unsecured Bonds listed on the Budapest Stock Exchange. The summary was prepared in line with the Article 7 of the Prospectus Regulation and it is considered as an appendix to the present Final Terms. The Base Prospectus and its appendices in line with the Article 21 of the Prospectus Regulation can be read at the homepages of the Issuer (<http://www.jelzalogbank.hu>), the Lead Manager (<http://www.unicreditbank.hu>), the Budapest Stock Exchange (<http://www.bet.hu>) and (<http://kozvetelek.mnb.hu>).

**Notice!**

**The Base Prospectus which was approved by the resolution No. H-KE-III-574/2022 of the National Bank of Hungary dated on 26<sup>th</sup> September 2022 will expire on 26<sup>th</sup> September 2023.**

According to Article 8(11) of the Prospectus Regulation an offer of securities to the public may continue after the expiration of the base prospectus under which it was commenced provided that a succeeding base prospectus is approved and published no later than the last day of validity of the previous base prospectus.

In line with regulations set out in Article 21 of the Prospectus Regulation the new Base Prospectus succeeding the **Base Prospectus approved by the resolution No. H-KE-III-574/2022 of the National Bank of Hungary dated on 26<sup>th</sup> September 2023** will be published at the homepages of the Issuer (<http://www.jelzalogbank.hu>), the Lead Manager (<http://www.unicreditbank.hu>), the Budapest Stock Exchange (<http://www.bet.hu>) and at the webpage operated by National Bank of Hungary (<http://kozvetelek.mnb.hu>).

**Please note that if the National Bank of Hungary approves the Base Prospectus of UniCredit Jelzálogbank Zrt for 2023-2024 on or before 26th September 2023, then the Base Prospectus, approved by the resolution No. H-KE-III-574/2022 of the National Bank of Hungary dated on 26th September 2022, will be expired and lose its effect on the date of the approval decision of the Central Bank.**

The right of withdrawal according to Article 23(2) of the Prospectus Regulation is granted to those investors who had already agreed to purchase or subscribe for the securities during the validity of the **Base Prospectus approved by the resolution No. H-KE-III-574/2022 of the National Bank of Hungary dated on 26th September 2022**, except where the securities had already been delivered to the investors.

(1)	(i) Issuer:	UNICREDIT JELZÁLOGBANK ZRT. 1054 Budapest, Szabadság tér 5-6.
	(ii) Guarantor	UniCredit Bank Hungary Zrt. 1054 Budapest, Szabadság tér 5-6.
(2)	(i) Series:	UCJBG 2029/A
	(ii) Tranche Number:	001
(3)	Issue Currency:	HUF
(4)	Aggregate Nominal Value:	
	(i) Series (UCJBG 2029/A):	Not Applicable
	(i) Planned Tranche Size (UCJBG 2029/A-001):	HUF 20,000,000,000 (at most) The Issuer reserves the right to reject any or all bids.

(5)	Minimal Issue Price:	Not Applicable
(6)	Number of Mortgage Bonds / Nominal Value:	
	(i) Series (UCJBG 2029/A):	Each mortgage bond has a face value of HUF 10,000
	(ii) Planned Tranche Size (UCJBG 2029/A-001):	2,000,000 pieces. (at most)
(7)	(i) Issue Date: UCJBG 2029/A-001	21 September 2023
	(ii) Interest Commencement Date: UCJBG 2029/A-001	25 September 2023
	(iii) Settlement Date: UCJBG 2029/A-001	25 September 2023
	(iv) Value Date: UCJBG 2029/A-001	25 September 2023
(8)	Maturity Date:	23 May 2029
(9)	Remaining maturity:	25 September 2023 - 23 May 2029
(10)	Interest Basis:	Fix rate, 7.50%
		The first interest rate period is shorter than one year, therefore the coupon for the first period is 494 HUF for each HUF 10,000 Mortgage Bond.
(11)	Basis of Redemption/Redemption at maturity:	Nominal Value
(12)	Type of Issue:	Public placement
(13)	Listing on the Budapest Stock Exchange:	The Issuer requests the listing of Mortgage Bonds on the Budapest Stock Exchange (Krisztina körút 55., Budapest 1013) earliest on 26 September 2023
(14)	Mode of Issue:	Auction
	Place of Issue:	Hungary
(15)	Contributors:	
	(i) Lead Manager, Stock Introducer, Market Maker, Paying Agent:	UniCredit Bank Hungary Zrt. (1054 Budapest, Szabadság tér 5-6.); LEI Code: Y28RT6GGYJ696PMW8T44; Phone number: (+36 1) 269 0812

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

(16)	<b>Provisions relating to Fixed Rate Mortgage Bonds</b>	Applicable
	(i) Business Day Convention:	Following Business Day Convention
	(ii) Interest Payment Date(s):	23 May 2024., 23 May 2025., 23 May 2026., 23 May 2027., 23 May 2028., 23 May 2029.

(iii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s):	UniCredit Bank Hungary Zrt., as Paying Agent
(iv) Rate of Interest:	Fix rate, 7.50% The first interest rate period is shorter than one year, therefore the coupon for the first period is 494 HUF for each HUF 10,000 Mortgage Bond.
(v) Accrued Interest:	The accrued interest is 0,0000% on 25 September 2023, that is HUF 0,00 for each HUF 10,000 Mortgage Bond.
(vi) Day Count Fraction:	Actual/Actual (calculation method being in effect applied by ÁKK)
(vii) Other method of calculating Interest for Fixed Rate Mortgage Bonds:	Not Applicable
(17) <b>Provisions relating to Floating Rate Mortgage Bonds</b>	Not Applicable
(18) <b>Provisions relating to Zero Coupon Mortgage Bonds</b>	Not Applicable
(19) <b>Provisions relating to Indexed linked Mortgage Bonds</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

(20) <b>Issuer Call before maturity:</b>	Not allowed
(21) <b>Investor Put before maturity:</b>	Not allowed
(22) <b>Redemption Value of Mortgage Bonds at maturity:</b>	Nominal Value of Mortgage Bonds
(23) <b>Early Redemption Amount and Date:</b>	Not Applicable

#### **GENERAL CONDITIONS RELATING TO MORTGAGE BONDS**

(24) Type of Mortgage Bonds:	Registered type Mortgage Bonds
(25) Form of Mortgage Bonds:	Dematerialised Mortgage Bonds, and the Document summarising the conditions of these
(26) Other provisions or special conditions:	Not Applicable
(27) Re-purchase	According to Mortgage Bank Act Mortgage Bonds repurchased by the Issuer cannot be placed again.

#### **DISTRIBUTION**

(28) Mode of distribution:	Auction
(29) Guarantor:	Not Applicable

- (30) Mode and place of auction: Budapest Stock Exchange  
(1013 Budapest, Krisztina körút 55.)  
The auction will be executed on the auction module of the MMTS1 Trading System of Budapest Stock Exchange.
- (i) Time of auction: 21 September 2023, 10:00-11:00 (AM)
- (ii) Places of market making: Budapest Stock Exchange  
(1013 Budapest, Krisztina körút 55.)
- (iii) Maximal Issue Yield: Not Applicable
- (iv) Minimal Issue Price / Issue Price: Not Applicable
- (v) Issue Yield: Not Applicable
- (vi) Upper Limit / Oversubscription: The Issuer reserves the right to reject any or all bids.
- (vii) Allocation type and date: The auction and allocation will be accomplished by UniCredit Bank Hungary Zrt at the time which was announced at the related Public Offering.
- (viii) Non-competitive bids/orders: Not Applicable. There is no non-competitive section in this case.
- (ix) Place and mode of announcement: The Issuer shall publish all announcements (Public Offerings, Final Terms, Result of the Auction, etc.) and the Base Prospectus on the homepages of the Issuer ([www.jelzalogbank.hu](http://www.jelzalogbank.hu)), the Lead Manager ([www.unicreditbank.hu](http://www.unicreditbank.hu)), the Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)) and the Hungarian National Bank ([kozzetetelek.mnb.hu](http://kozzetetelek.mnb.hu)).
- (x) Announcement time: The issuer will publish and announce the auction results at auction day.
- (31) Selling restrictions: Followings are allowed to participate at the auctions of Mortgage Bonds: resident private individuals, non-resident private individuals with restrictions determined in the Base Prospectus, legal entities and corporations without legal personality.

#### **OPERATIONAL CONDITIONS**

- (32) Separated deposit account number of the Issuer: The bidder pays in to the security account kept at UniCredit Bank Hungary Zrt.
- (33) Places of payment: UniCredit Bank Hungary Zrt.  
(1054 Budapest, Szabadság tér 5-6.)

(34)	(i) The number and date of the license granted by the Central Bank (Magyar Nemzeti Bank) to the issue	H-KE-III-574/2022 (26 September 2022)
	(ii) The number and date of the licences granted by the Central Bank of Hungary to the Amendment No. 1 of the Base Prospectus	H-KE-III-657/2022 (10 November, 2022)
	(iii) The number and date of the licences granted by the Central Bank of Hungary to the Amendment No. 2 of the Base Prospectus	H-KE-III-210/2023 (10 May, 2023)
	(iii) The resolution of the Issuer about the approval of the issue	Board Decision No. 8/2022. (30 March, 2022)
	(iv) The resolution of the Issuer about the listing on the Budapest Stock Exchange:	Board Decision No. 8/2022. (30 March, 2022)
(35)	ISIN:	HU0000653639
(36)	Series number:	UCJBG 2029/A-001
(37)	Credit of Mortgage Bonds:	On security account
(38)	Central Clearing House and Depository:	KELER Zrt. (1074 Budapest, Rákóczi út 70-72.)
(39)	Issue costs paid by:	All costs - expectedly not exceeding HUF 20 million during the whole tenor of the Mortgage Bond - of issue are bore by UniCredit Jelzálogbank Zrt.
(40)	Fees and cost accounted by Lead manager /Dealer and paid by investors	Not applicable

## GENERAL INFORMATION

(41)	Rating	Moody's Investors Service rating agency assigned definitive 'A1' long-term ratings to the mortgage bonds issued by UniCredit Jelzálogbank Zrt on 29 <sup>th</sup> September, 2021.
(42)	Expected net proceeds from the auction: Expected net cost of the issue:  Use of proceeds	Function of the net auction price Not exceeds the 1% of the nominal value of the issued tranche.  The use of proceeds obtained from the public placement is in line with the green bond framework of the Issuer
(43)	Applicable law	Hungarian law
(44)	Other dealer(s):	Not applicable
(45)	Distribution period in case of other dealers	Not applicable
(46)	Additional conditions set by the Issuer regarding consent in line with the second subparagraph of Article 5(1) of the Prospectus Regulation and	Not applicable

the (a) point of Article 23 of Prospectus  
Implementing Regulation:

(47) Type of suretyship

On the 2nd of November 2017 an Irrevocable Payment Undertaking was published by the Guarantor, in relation, among other things, to any payment obligation due under all the outstanding and future debt securities issued by the Issuer. (including Mortgage Bonds issued under the Program)

Issuer:

UNICREDIT JELZÁLOGBANK ZRT.

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Lead Manager

UNICREDIT BANK HUNGARY ZRT.

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## Annex – Summary of the issue

### PART 1 – INTRODUCTION AND WARNINGS

This Summary should be interpreted as an introduction to the Base Prospectus. Any decision to invest in the Mortgage Bonds and Unsecured Bonds should be based on a consideration of the Base Prospectus as a whole by the investor, including the information incorporated by reference into the Base Prospectus. The Issuer is not liable for damages with regard to the Summary and to its translation, if any, unless the Summary or its translation is misleading, inaccurate, or inconsistent with other parts of the Base Prospectus, or fails to include the key information under Regulation (EU) 2017/1129. Where a claim relating to the information contained in the Base Prospectus, including in any documents incorporated by reference into the Base Prospectus, or to the information contained in any supplement to the Base Prospectus, is brought before a court in a Member State of the European Economic Area, the plaintiff might, under the national law of the Member State concerned, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.

Unless defined otherwise, the terms used in this Summary have the meanings assigned to them by the Base Prospectus. The information contained in this Summary is not exhaustive. The contents of the Summary are based on other parts of the Base Prospectus and should be read in conjunction with the information contained therein.

This Summary includes the warning that the investor could lose all or part of the invested capital.

- 1.1 Name and ISIN of the securities:** UCJBG 2029/A mortgage bond, HU0000653639
- 1.2 Identity and contact details of the Issuer, including its LEI:** UniCredit Jelzálogbank Zrt.; 1054 Budapest, Szabadság tér 5-6.; LEI code: 213800DW1L62N1BADM49
- 1.3 Identity and contact details of the distributor, including its LEI:** UniCredit Bank Hungary Zrt.; 1054 Budapest, Szabadság tér 5-6.; Cg. 01-10-041348; LEI code: Y28RT6GGYJ696PMW8T44
- 1.4 Identity and contact details of the competent authority approving the Base Prospectus:** National Bank of Hungary; 1013 Budapest, Krisztina körút 55.; +36 (1) 428 2600
- 1.5 Date of approval of the Base Prospectus:** September 26, 2022

### PART 2 – THE ISSUER

#### 2.1 Who is the issuer of the securities?

##### 2.1.1 Name of the Issuer:

**Domicile, legal form, and legal entity identifier of the Issuer, the law under which it operates and its country of incorporation:** The Issuer is a mortgage bank operating as a specialised credit institution within the meaning of Act XXX of 1997 on Mortgage Loan Companies and on Mortgage Bonds (**Mortgage Banks Act**), and was established by Bayerische Vereinsbank AG on 8 June 1998 with a registered capital of HUF 3,000,000,000 and its registered seat at H-1054 Budapest, Szabadság tér 5–6, LEI: 213800DW1L62N1BADM49. The Issuer is registered by the Metropolitan Court acting as Company Court under company registration number 01-10-043900.

**2.1.2 Issuer's principal activities:** The Issuer's principal activity is the issue of mortgage bonds and unsecured bonds that typically provide medium and long-term funding for its own and refinanced loan portfolios. Mortgage loans are primarily secured by first-ranked mortgages, independent liens or seceded liens registered on the financed property located in the territory of Hungary.

**2.1.3 Issuer's major shareholders:** Within UniCredit Group, since 22 December 2006, the Issuer's sole shareholder has been UniCredit Bank Hungary Zrt.

**2.1.4 Identity of key managing directors:** Attila Csáky, Bálint Márton Farkas, Viktor Juhász, PhD (board members)

**2.1.5 Identity of statutory auditors:** KPMG Hungária Könyvvizsgáló, Adó- és Közgazdasági Tanácsadó Kft



## 2.2 Key financial information regarding the Issuer:

### 1 Issuer's profit and loss statement (data in HUF million)

	2021.12.31. IFRS audited	2022.12.31. IFRS audited	2021.06.30. not audited	2022.06.30. not audited
Net interest income	2,985	1,048	1,590	1,145
Net fee and commission income	-422	-466	-203	-197
Net impairment loss on financial assets	73	-85	298	40
Net trading income	636	1,048	139	861
Operating profit	3,199	1,630	1,526	1,809
Net profit or loss	2,444	660	1,364	1,391

### 2 Issuer's statement of financial position (data in HUF million)

	2021.12.31. IFRS audited	2022.12.31. IFRS audited	2021.06.30. not audited	2022.06.30. not audited
Total assets	261,187	346,589	312,506	269,528
Senior debt	223,247	287,785	283,785	218,652
Subordinated debt	0	0	0	0
Loans and receivables from customers (net)	4,001	2,602	4,607	3,078
Deposits from customers	186	164	170	179
Total equity	22,833	20,608	21,951	21,163
Non-performing loans (based on net carrying amount)/Loans and receivables)	527	556	523	541
Common Equity Tier 1 capital (CET1) ratio	202.3%	256.51%	207.41%	228.05%
Total Capital Ratio	202.3%	256.51%	207.41%	228.05%
Leverage Ratio calculated under applicable regulatory framework	7.29%	5.42%	6.50%	7.02%

The Auditor has issued an unqualified opinion on the Issuer's financial statements prepared for 2021 and 2022 under the International Financial Reporting Standards (IFRS).

## 2.3 What are the key risks associated with the issuer?

Specific factors may influence the ability of the Issuer to meet its liabilities outstanding in respect of the Mortgage Bonds and Unsecured Bonds issued under the Programme. These factors include, in particular, the following risk factors pertaining to the Issuer: (i) risk factors related to the amendment of Act CLXII of 2009 on Consumer Credit; (ii) economic and political risks arising from conflicts in the region; (iii) risk of changes in the regulatory environment; (iv) risks resulting from the non-fulfilment of Hungary's obligations associated with European Union membership; (v) risk that the Issuer may be burdened with heavy tax obligations; (vi) risks associated with the change of the economic and business environment and systemic risk; (vii) interest rate risk; (viii) exchange rate risk; (ix) liquidity risk; (x) risks arising from the early repayment of loans; (xi) risks arising from developments in the macroeconomic environment; (xii) renewal risk; (xiii) credit risk; (xiv) operational risk; (xv) risk associated with the level of available capital; (xvi) risks arising from market competition; (xvii) risks associated with the value and enforcement of real estate collateral; (xviii) risks affecting profitability due to the government decree regulating the interest rate of mortgage loan contracts tied to the reference interest rate.

## PART 3 – SECURITIES

### 3.1 What are the main features of the securities?

#### 3.1.1 Type, class, ISIN of the securities:

The Mortgage Bonds are registered dematerialized securities. ISIN of Mortgage Bonds: HU0000653639

#### 3.1.2 Currency, denomination, par value, the number of securities issued and the term of the securities:

Currency of the securities: HUF

Denomination of the securities: HUF 10,000

Total par value of the securities: Not applicable

Number of securities issued: Not applicable

Term of the securities: 25 September 2023 - 23 May 2029

#### 3.1.3 Rights attached to the securities:

The **Mortgage Bonds** represent the direct, unconditional and unsubordinated liabilities of the Issuer, which are secured by collateral under Sections 14 and 14/A of the Mortgage Bank Act.

#### 3.1.4 Relative seniority of the securities in the Issuer's capital structure in the event of insolvency:

In the event of the Issuer's liquidation or in enforcement proceedings against the Issuer, under Sections 20–21 of the Mortgage Bank Act the liabilities arising from the **Mortgage Bonds** take precedence over the Issuer's any other unsecured and unsubordinated liabilities outstanding from time to time, as follows: The liquidation of mortgage banks shall be governed by the provisions relating to the liquidation of credit institutions, except that following the settlement of the costs referred to in Subsection 20(5) of the Mortgage Bank Act, primary or substitutional collateral entered on the collateral registry book and the assets of the Mortgage Bank, in particular the part of its liquid assets that is equivalent to the unsecured portion of the claims arising from mortgage bonds, may be used solely for the satisfaction of liabilities to the holders of the Mortgage Bonds, and, in respect of any derivative transactions used as collateral, to the counterparties of such transactions. In enforcement proceedings against mortgage banks, Act LIII of 1994 on Judicial Enforcement shall be applicable, except that in respect of the assets of the mortgage bank that have been entered on its collateral registry book as primary or substitutional collateral, and in respect of the part of the assets of the mortgage bank, comprising in particular liquid assets, that is equivalent to the unsecured portion of the claims arising from mortgage bonds, judicial enforcement may only be demanded by holders of the Mortgage Bonds, and, in respect of any derivative transactions used as collateral, by the counterparties of such transactions, up to the amount of their respective claims. The Mortgage Bonds, including any non-contractual obligations arising therefrom and the interpretation of those obligations, shall be governed by the Hungarian laws and regulations as in effect from time to time.

Under Subsection 58(1)(c) of Act XXXVII of 2014, the scope of a bail-in measure that may be applied in the event of the Issuer's resolution may not include Mortgage Bonds.

### 3.1.5 Restrictions on the free transferability of the securities:

The **Mortgage Bonds** are transferred by debiting the seller's securities account and simultaneously crediting the Mortgage Bonds to the buyer's securities account. In the event of Mortgage Bonds being transferred, the regulations that the provider servicing the central securities account has in place from time to time may apply restrictions and locked periods with a binding effect on Mortgage Bond holders in respect of the transmission of the rights attached to the Mortgage Bonds in the context of transfers between the consolidated securities accounts serviced by account providers.

### 3.2 Where will the securities be traded?

An application will be submitted for the admission of the Mortgage Bonds to trading on the Budapest Stock Exchange.

### 3.3 Is there a guarantee attached to the securities?

#### 3.3.1 Brief description of the nature and scope of the guarantee:

On 2 November 2017, UniCredit Bank Hungary Zrt. (the **Guarantor**) issued a statement (**Statement**) offering a Payment Undertaking (**Payment Undertaking**) for any and all of the Issuer's payment obligations arising from the debt securities issued by the Issuer and specified in the Statement as being in circulation as well as from those to be issued by it in the future, from the credit facilities and loan agreements also referred to in the Statement, and from interbank deposits (collectively: **Debt Instruments**). Under the Statement, the Guarantor is bound by the Payment Undertaking in relation to any payment obligations due under Debt Instruments of Issuer. The Guarantor has undertaken to assume liability to the holders of the Debt Instruments (**Holder**) in the event of the Issuer's failure to fulfil, as and when due, any of its payment obligations arising in respect of any of the Debt Instruments, based on the holder's written demand, as laid down in the Statement. Subject to the terms of the Statement, the holders of claims outstanding in respect of a Debt Instrument falling due may, at their discretion, seek to enforce their claims against the Issuer, the Guarantor, or both. Subject to the terms of the Statement, the obligation of the Guarantor will be aligned with the claims outstanding in respect of the Debt Instrument. Under the Statement, the Guarantor unconditionally and irrevocably undertakes the obligation to pay on the written demand of any holder of any Debt Instrument any amount (whether principal, interest, or any other amounts payable pursuant to the documentation of the Debt Instrument) which is due but remains unpaid by Issuer on the due date as set out in the respective terms and conditions of the relevant Debt Instrument. UniCredit Bank may withdraw its obligation under this Payment Undertaking by publishing an adequate notification to the Holders. In case of Holders of bonds and mortgage bonds such notification will appear on the website of UniCredit Mortgage Bank ([www.jelzalogbank.hu](http://www.jelzalogbank.hu)) in the "investor information part". In case of Holders as lenders or their successors/assignees notification will also appear on the website of UniCredit Mortgage Bank and UniCredit Mortgage Bank moreover shall send a notification directly to all known lenders or their successors/assignees in written form. UniCredit Bank Hungary Zrt. will not have any obligation under this Payment Undertaking in respect of the mortgage bonds and bonds issued-, or credit lines provided, loans disbursed, interbank deposits made later than 30 (thirty) days after the publication of the withdrawal notice on the website of UniCredit Mortgage Bank. However, notwithstanding the expiry of the Payment Undertaking pursuant to this Section this Payment Undertaking shall remain in full force and effect with respect to all Debt Instruments outstanding at the time of such expiry and may not be terminated until all amounts which may be or become payable by UniCredit Bank under or in connection with such Debt Instruments have been irrevocably paid in full.

**3.3.2 Brief description of the Guarantor:** UniCredit Bank Hungary Zrt.; H-1054 Budapest, Szabadság tér 5–6; registered by the Company Court of Budapest-Capital Regional Court under company registration number 01-10-041348; LEI: Y28RT6GGYJ696PMW8T44.

### 3.3.3 Key financial information regarding the Guarantor:

#### 1 Guarantor's profit and loss statement (data in HUF million)

	2021.12.31. IFRS audited	2022.12.31. IFRS audited
Net interest income	79,452	143,359
Net fee and commission income	44,983	53,619
Net impairment loss on financial assets	-7,781	-11,600
Net trading income	10,604	7,295
Operating profit	135,230	204,282
Net profit or loss	46,339	84,845

#### 2 Guarantor's statement of financial position (data in HUF million)

	2021.12.31. (revised presentation) IFRS audited	2022.12.31. IFRS audited
Total assets	4,596,614	5,052,402
Senior debt	984,394	1,077,513
Subordinated debt	0	0
Loans and receivables from customers (net)	1,730,549	2,061,277
Deposits from customers	2,792,420	2,887,653
Total equity	395,443	391,426
Non-performing loans (based on net carrying amount)/Loans and receivables)	59,740	51,144
Common Equity Tier 1 capital (CET1) ratio	20.41%	21.53%
Total Capital Ratio	20.68%	21.77%
Leverage Ratio calculated under applicable regulatory framework	7.41%	6.71%

The Auditor has issued an unqualified opinion on the Guarantor's financial statements prepared for 2021 and 2022 under the International Financial Reporting Standards (IFRS).

### 3.3.4 Brief description of the most material risk factors pertaining to the guarantor:

Specific factors may influence the ability of the Guarantor to meet its liabilities outstanding in respect of the Mortgage Bonds and Unsecured Bonds issued under the Programme. These factors include in particular the following risk factors pertaining to the Guarantor: (i) risk factors related to the amendment of Act CLXII of 2009 on Consumer Credit; and risks and systemic risks arising from changes in the economic or business environment; (ii) risk of changes in the regulatory environment; (iii) economic and political risks arising from conflicts in the region, (iv) risks resulting from the non-fulfilment of Hungary's obligations associated with European Union membership, (v) risks affecting profitability due to the government decree regulating the interest rate of mortgage loan contracts tied to the reference interest rate.

### **3.4 What are the key risks that are specific to the securities?**

Investments in the Mortgage Bonds are not covered either by deposit insurance under the National Deposit Insurance Fund, or by protection provided under any other similar guarantee such as the Investor Protection Fund. The key risks associated with the structure of specific Series of Mortgage Bonds are as follows: (i) at the discretion of the Issuer, the auction bids for the Mortgage Bonds might not or might only partially be accepted by the Issuer; (ii) exchange rate risk; (iii) risk of market yield movements; (iv) risk associated with the absence of a secondary market; (v) credit rating risk; and (vi) risks associated with the legal aspects of the investment and the fact that the Mortgage Bonds may not be suitable for all investors; (vii) risk associated with the use of proceeds obtained from the green mortgage bonds.

## **PART 4 – KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC**

### **4.1 Under which conditions and timetable can I invest in this security?**

Timetable of the offer: 21 September 2023, 10:00-11:00 (AM). The Issuer applies for the admission of the Mortgage Bonds to trading on the Budapest Stock Exchange. Total estimated cost of the offering (including the costs charged by the Issuer to investors): all of the costs associated with the placement are borne by UniCredit Jelzálogbank Zrt., and are likely to remain within HUF 20,000,000 during the entire term of the Mortgage Bonds.

### **4.2 Why is this Base Prospectus being produced?**

The Base Prospectus includes a base prospectus prepared according to Article 8 of the Prospectus Regulation and to Article 25 of the Supplementing Regulation of the Prospectus Regulation as well as an voluntary prospectus according to Article 4 of the Prospectus Regulation, based on which, as part of the Programme the Issuer seeks to place on the market, publicly or privately as the case may be, Exchange Traded Mortgage Bonds and Unsecured Bonds, Public Mortgage Bonds and Unsecured Bonds, and Private Mortgage Bonds and Unsecured Bonds. The Issuer intends to place Mortgage Bonds and Unsecured Bonds on the market based upon the voluntary prospectus for Investors under Article 1 (4) (a) and (c) respectively (d).

#### **4.2.1 Use and estimated net amount of the proceeds:**

The estimated amount of the proceeds from the sale of the Mortgage Bonds will depend on the net price achieved at auction.

The Issuer intends to allocate an amount equal to the net proceeds from any issue of Green Covered Bonds to advance the refinancing of green assets which are in alignment with the energy efficiency criteria of the Issuer's Green Bond Framework. The Issuer has acceded the international UniCredit Group's Sustainability Bond Framework based on the International Capital Markets Association's (ICMA) Green Bond Principles, validated by the external reviewer ISS ESG's Second Party Opinion (SPO). The detailed description of the Green Bond Framework, the SPO, together with the local Hungarian application conditions of the Green Bond Framework are available in the Issuer's homepage, under the heading 'Investor Information', sub-heading 'Green Bond Framework'.

Allocation report and Impact report will be annually made publicly available by the Issuer to publish the amount of the identified green assets within the cover pool and its expected aggregated environmental impacts. The reports are audited by an independent external auditor beforehand.

#### **4.2.2 Offer is subject to an underwriting agreement on a firm commitment basis: Not applicable.**

#### **4.2.3 Description of any material conflict of interest pertaining to the offer or the admission to trading:**

There is no conflict of interest pertaining to the offer or the admission to trading.