OTP BANK PLC.

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

FOR THE NINE MONTH PERIOD ENDED 30 SEPTEMBER 2009

OTP BANK PLC.

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OTP BANK PLC. UNCONSOLIDATED BALANCE SHEET AS AT 30 SEPTEMBER 2009 (UNAUDITED) (in HUF mn)

	Note	30 September 2009	31 December 2008	30 September 2008
Cash, amounts due from banks and balances				
with the National Bank of Hungary		170,120	157,437	206,524
Placements with other banks, net of		740 799	020 455	861 710
allowance for placement losses Financial assets at fair value through profit or		749,788	920,455	861,719
loss	4.	560,724	151,716	151,165
Securities available-for-sale	5.	687,099	549,911	294,482
Loans, net of allowance for loan				
losses	6.	2,595,159	2,715,382	2,576,766
Accrued interest		54,588	60,360	
Investments in subsidiaries	7.	594,503	596,244	
Securities held-to-maturity	8.	783,619	437,535	738,996
Property and equipment		69,185	72,844	74,231
Intangible assets		38,177	39,539	35,008
Other assets		81,438	70,892	49,102
TOTAL ASSETS		<u>6,384,400</u>	<u>5,772,315</u>	<u>5,753,649</u>
Amounts due to banks and deposits from the				
National Bank of Hungary and other banks		892,676	705,565	619,057
Deposits from customers	9.	3,322,985	3,090,762	3,203,766
Liabilities from issued securities		582,093	601,791	507,465
Accrued interest payable		63,319	36,428	39,938
Fair value of derivative financial instruments		106.054	105 0 41	
designated as held for trading		106,254	127,061	67,145
Other liabilities		222,790	136,284	123,104
Subordinated bonds and loans		273,209	301,951	278,279
TOTAL LIABILITIES		<u>5,463,326</u>	<u>4,999,842</u>	<u>4,838,754</u>
Share capital		28,000	28,000	28,000
Retained earnings and reserves		952,315	842,318	971,968
Treasury shares		(59,241)	(97,845)	(85,073)
TOTAL SHAREHOLDERS' EQUITY		921,074	772,473	914,895
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>6,384,400</u>	<u>5,772,315</u>	<u>5,753,649</u>

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OTP BANK PLC. UNCONSOLIDATED CONDENSED STATEMENT OF OPERATIONS AND STATEMENT OF COMPREHENSIVE INCOME FOR THE NINE MONTH PERIOD ENDED 30 SEPTEMBER 2009 (UNAUDITED) (in HUF mn)

	Note	Nine month period ended 30 p September 2009 S	eriod ended 30	Year ended 31 December 2008
Interest Income	11.	558,287	<u>366,997</u>	<u>532,302</u>
Interest Expense	11.	404,170	<u>256,900</u>	<u>398,460</u>
NET INTEREST INCOME	11.	154,117	110,097	133,842
Provision for impairment on loan and placement losses	6.	63,659	14,230	29,211
NET INTEREST INCOME AFTER PROVISION FOR LOAN AND PLACEMENT LOSSES		90,458	95,867	104,631
Non-Interest Income		<u>173,626</u>	<u>320,110</u>	375,682
Non-Interest Expenses		<u>144,481</u>	<u>153,316</u>	<u>338,771</u>
PROFIT BEFORE INCOME TAX		119,603	262,661	141,542
Income tax		3,101	15,640	7,587
NET PROFIT FOR THE PERIOD		<u>116,502</u>	<u>247,021</u>	<u>133,955</u>
Earnings per share (in HUF) Basic Diluted		<u>432</u> <u>429</u>	<u>906</u> <u>903</u>	<u>495</u> <u>493</u>

The comprehensive income items are as follows:

	Note	Nine month period ended 30 p September 2009 S	period ended 30	
NET PROFIT FOR THE PERIOD		<u>116,502</u>	<u>247,021</u>	133,955
Fair value adjustment of securities available-for-sale Fair value adjustment of derivative financial		40,628	(9,048)	(17,393)
instruments recognised through equity			387	387
NET COMPREHENSIVE INCOME		<u>157,130</u>	<u>238,360</u>	<u>116,949</u>

OTP BANK PLC. UNCONSOLIDATED CONDENSED STATEMENT OF CASH FLOWS FOR THE NINE MONTH PERIOD ENDED 30 SEPTEMBER 2009 (UNAUDITED) (in HUF mn)

	Nine month period ended 30 September 2009	-	Year ended 31 December 2008
Profit before income tax	119,603	262,661	141,542
Income tax paid	(7,703)	(10,246)	(14,566)
Depreciation and amortization	16,530	17,548	21,032
Provision	67,374	13,007	170,141
Share-based payment	5,101	4,283	28
Unrealised losses / (gains) on fair value adjustment of securities held-for-trading and available-for-sale Unrealised losses / (gains)on fair value adjustment of derivative financial instruments	(2,118) 15,914		(7,673) (8,676)
Other changes in operating assets and liabilities	(<u>447,063</u>)	<u> </u>	
Net cash provided by operating activities	(<u>447,003</u>) (<u>232,362</u>)	<u> </u>	<u>310,334</u>
Net cash provided by investing activities	(<u>109,832</u>)	(<u>673,174</u>)	(<u>776,798</u>)
Net cash provided by financing activities	<u>349,991</u>	<u>317,043</u>	<u>486,089</u>
Net (decrease) / increase in cash and cash equivalents	<u> </u>	<u>(32,762</u>)	<u>19,625</u>
Cash and cash equivalents at the beginning of the period	93,066	73,441	_73,441
Cash and cash equivalents at the end of the period	<u>100,863</u>	40,679	93,066
Analysis of cash and cash equivalents			
Cash, amonuts due from banks and balances with the National Bank of Hungary	157,437	229,644	229,644
Compulsory reverse estabilished by National Bank of Hungary	(64,371)	(156,203)	(<u>156,203</u>)
Cash and cash equivalents at the beginning of the year	<u>93,066</u>	<u>_73,441</u>	<u>_73,441</u>
Cash, amounts due from banks and balances with the National Bank of Hungary	170,120	206,524	157,437
Compulsory reverse estabilished by National Bank of Hungary	(69,257)	(<u>165,845</u>)	<u>(64,371</u>)
Cash and cash equivalents at the end of the period	<u>100,863</u>	<u>40,679</u>	<u>_93,066</u>

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OTP BANK PLC. UNCONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE NINE MONTH PERIOD ENDED 30 SEPTEMBER 2009 (UNAUDITED) (in HUF mn)

	Share capital	Capital reserve	Share-based compensation	Retained earnings	Treasury shares	Total
Balance as at 1 January 2008	28,000	52	19,153	722,262	(54,208)	715,259
Net comprehensive income	-	-	-	238,360	-	238,360
Share-based compensation ICES - exchangeable bond transaction recognised through	-	-	4,283	-	-	4,283
equity	-	-	-	(4,102)	-	(4,102)
Effect of treasury share transaction	-	-	-	(7,499)	-	(7,499)
Loss on sale of treasury shares Acquisition of treasury	-	-	-	(541)	-	(541)
shares		<u> </u>		<u> </u>	(<u>30,865</u>)	(30,865)
Balance as at 30 September 2008	<u>28,000</u>	<u>52</u>	<u>23,436</u>	<u>948,480</u>	(<u>85,073</u>)	<u>914,895</u>
Balance as at 1 January 2009	28,000	52	19,181	823,085	(97,845)	772,473
Net comprehensive income	-	-	-	157,130	-	157,130
Share-based compensation ICES - exchangeable	-	-	5,101	- (3,659)	-	5,101 (3,659)

OTP BANK PLC. UNCONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE NINE MONTH PERIOD ENDED 30 SEPTEMBER 2009 (UNAUDITED) (in HUF mn)

bond transaction recognised through equity Effect of treasury share						
transaction	-	-	-	(44,095)	-	(44,095)
Loss on sale of treasury shares Acquisition of treasury	-	-	-	(4,480)	-	(4,480)
shares			<u> </u>		<u>38,604</u>	38,604
Balance as at 30 September 2009	<u>28,000</u>	<u>52</u>	<u>24,282</u>	<u>927,981</u>	(<u>59,241</u>)	<u>921,074</u>

<u>NOTE 1:</u> 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. The functional currency of the Bank is the Hungarian Forint ("HUF").

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 the Bank's Hungarian unconsolidated statutory accounts in order to present the unconsolidated financial position and results of operations of the Bank in accordance with all standards and interpretations approved by the International Accounting Standards Board (IASB), which are referred to as International Financial Reporting Standards (IFRS). These standards and interpretations were previously called International Accounting Standards (IAS).

Preparing these 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 2008 and were prepared according to the International Financial Reporting Standards.

<u>NOTE 2:</u> SIGNIFICANT EVENTS DURING THE NINE MONTH PERIOD ENDED 30 SEPTEMBER 2009, AND POST BALANCE SHEET EVENTS

As at 16 April 2009 MOL PLC. acquired 8,57% interest in OTP Bank PLC. by purchasing 24 million pieces of shares.

On 9 July 2009 Bank signed an agreement with EBRD according to which the London-based financial institution is providing EUR 200 million subordinated loan to OTP Bank and a further EUR 20 million is being used to acquire Bank's treasury shares. The subordinated loan facility carries commercial terms and will be available for draw-down for a period of six months. The EBRD subordinated loan will further strengthen Bank's current robust capitalization and will facilitate boosting the Bank's domestic banking operations as well as its activities in other eastern European countries. Through the share purchase EBRD will increase its existing 1.5% stake in Bank to around 2%. Details of the transaction will be reported to markets once the deal has been completed.

On 10 August 2009 the Bank launched a bond issue programme of HUF 500,000 million. According to the decision of the issuer bonds issued under this programme can be introduced to the Budapest Stock Exchange (BÉT), to the Slovak Stock Exchange (BSSE), to the Bulgarian Stock Exchange (BSE) and to the Bucarest Stock Exchange (BVB).

<u>NOTE 3:</u> DIVIDENDS PAID (in HUF mn)

Dividends paid on common shares during the nine month period ended 30 September 2009 and 2008 respectively:

	Nine month	Nine month
	Period ended 30	Period ended 30
	September 2009	September 2008
Dividends paid on common shares	<u>539</u>	<u>52</u>

<u>NOTE 4:</u> FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (in HUF mn)

	30 September 2009	31 December 2008
Securities held for trading		
Bonds issued by NBH	369,187	-
Other securities	80,251	2,750
Mortgage bonds	10,891	5,057
Government bonds	8,911	43,031
Hungarian government discounted Treasury Bills Hungarian government interest bearing Treasury	1,575	1,373
bills	523	2,608
	<u>471,338</u>	54,819
Derivative financial instruments designated as held		
for trading	89,386	96,897
Total	560,724	<u>151,716</u>

Derivative financial instruments designated as held for trading:

	30 September 2009	31 December 2008
Interest rate swaps designated as held for trading	39,438	41,004
CCIRS and mark-to-market swaps designated as held for trading	38,335	25,600
Foreign currency swaps designated as held for trading	10,451	26,527
Other derivative transactions	1,162	3,766
Total	<u>89,386</u>	<u>96,897</u>

<u>NOTE 5:</u> SECURITIES AVAILABLE-FOR-SALE (in HUF mn)

	30 September 2009	31 December 2008
Mortgage bonds	445,823	290,820
Other securities	130,113	135,683
Government secutiries	<u>111,304</u>	126,177
	<u>687,240</u>	<u>552,680</u>
Provision for impairment on securities		
available-for-sale	(141)	(2,769)
Total	<u>687,099</u>	<u>549,911</u>

An analysis of the changes in the provision for impairment is as follows:

	30 September 2009	31 December 2008
Balance as at 1 January	2,769	-
Provision for the period	80	2,769
Release of provision	(<u>2,708</u>)	
Closing balance	141	<u>2,769</u>

<u>NOTE 6:</u> LOANS, NET OF ALLOWANCE FOR LOAN LOSSES (in HUF mn)

	30 September 2009	31 December 2008
Short-term loans and trade bills (within one year) Long-term loans and trade bills (over one year)	616,292 <u>2,062,482</u> <u>2,678,774</u>	650,160 <u>2,110,541</u> <u>2,760,701</u>
Provision of impairment on loan losses Total	<u>(83,615)</u> <u>2,595,159</u>	<u>(45,319)</u> <u>2,715,382</u>

<u>NOTE 6:</u> LOANS, NET OF ALLOWANCE FOR LOAN LOSSES (in HUF mn)

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

	30 September 2009	31 December 2008
Commercial loans	1,898,33771.00%	1,862,96367.00%
Consumer loans	374,05914.00%	361,14813.00%
Municipality loans	172,0696.00%	180,6707.00%
Housing loans	158,1966.00%	235,3759.00%
Mortgage backed loans	76,113 3.00%	120,545 4.00%
	<u>2,678,774100.00%</u>	<u>2,760,701100.00%</u>

An analysis of the loan portfolio by currency is as follows:

	30 September 2009	31 December 2008
In HUF	33%	30%
In foreign currency	<u> 67% </u>	70%
Closing balance	<u>100%</u>	<u>100%</u>

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

	30 September 2009	31 December 2008
Balance as at 1 January	45,319	28,820
Provision for the period	63,632	28,849
Release	(<u>25,336</u>)	(<u>12,350</u>)
Closing balance	<u>83,615</u>	<u>45,319</u>

<u>NOTE 7:</u> INVESTMENTS IN SUBSIDIARIES (in HUF mn)

	30 September 2009	31 December 2008
Investments in subsidiaries:		
Controlling interest	719,961	721,180
Significant interest	-	72
Other	977	987
	720,938	722,239
Provision for impairment	(<u>126,435</u>)	(<u>125,995</u>)
Total	<u>594,503</u>	<u>596,244</u>

<u>NOTE 7:</u> INVESTMENTS IN SUBSIDIARIES (in HUF mn) [continued]

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

	30 September 2009	31 December 2008
Balance as at 1 January	125,995	1,115
Provision for the period	440	<u>124,880</u>
Closing balance	<u>126,435</u>	<u>125,995</u>

On 9 February 2009 the Bank, 100% owner of CJSC OTP Bank has increased the registered capital of its subsidiary by UAH 800 million (USD 100 million).

<u>NOTE 8:</u> SECURITIES HELD-TO-MATURITY (in HUF mn)

	30 September 2009	31 December 2008
Bonds issued by NBH Government bonds	573,851 108,204	109,684 150,573
Mortgage bonds	99,310	172,988
Other Hungarian government discounted treasury bills	9,070 <u>379</u> 700,014	4,290
	<u>790,814</u>	<u>437,535</u>
Provision for impairment on securities Held-to-maturity	(7,195)	<u> </u>
Total	<u>783,619</u>	<u>437,535</u>

An analysis of the change in the provision for impairment on securities held-to-maturity is as follows:

	30 September 2009	31 December 2008
Balance as at 1 January Provision for the period Closing balance	- <u>7,195</u> <u>7,195</u>	-

<u>NOTE 9:</u> DEPOSITS FROM CUSTOMERS (in HUF mn)

	30 September 2009	31 December 2008
Within one year:		
In HUF	2,674,652	2,508,553
In foreign currency	608,109	556,332
	3,282,761	<u>3,064,88</u>
Over one year:		
In HUF	35,227	24,553
In foreign currency	4,997	1,324
	40,224	25,877
Total	<u>3,322,985</u>	<u>3,090,76</u>

An analysis of deposits from customers by type, is as follows:

	30 September 2009	31 December 2008
Retail deposits	2,018,51061.00%	2,027,35766.00%
Corporate deposits	1,005,55230.00%	836,78127.00%
Municipality deposits	298,923 9.00%	226,624 7.00%
Total	<u>3,322,985100.00%</u>	<u>3,090,762100.00%</u>

NOTE 10: OFF BALANCE SHEET ITEMS AND DERIVATIVE FINANCIAL INSTRUMENTS (in HUF mn)

(a) Contingent liabilities and commitments

	30 September 2009	31 December 2008
Commitments to extend credit	539,031	604,348
Guarantees arising from banking activities	181,008	222,554
Contingent liabilities related to OTP Mortgage Bank		
Ltd.	94,908	68,336
Legal disputes	10,541	6,332
Confirmed letters of credit	4,904	9,267
Other	691	669
Total	<u>831,083</u>	<u>911,506</u>

NOTE 10: OFF BALANCE SHEET ITEMS AND DERIVATIVE FINANCIAL INSTRUMENTS [continued]

(b) Derivatives (nominal amount, unless otherwise stated)

	30 September 2009	31 December 2008
Foreign currency contracts designated as held for trading		
Off-balance sheet assets	92,659	150,461
Off-balance sheet liabilities	92,581	153,867
Net	78	(3,406)
Net fair value	120	(2,158)
Foreign exchange swaps and interest rate swaps designated as held fo	r trading	
Off-balance sheet assets	3,405,500	3,701,859
Off-balance sheet liabilities	3,222,025	<u>3,540,780</u>
Net	183,475	<u> 161,079</u>
Net fair value	(12,641)	<u>(28,091</u>)
Interest rate swaps designated in hedge accounting relationships		
Off-balance sheet assets	25,418	35,077
Off-balance sheet liabilities	16,282	29,441
Net	9,136	5,636
Net fair value	<u> </u>	7,424
Option contracts		
Off-balance sheet assets	419,508	10,927
Off-balance sheet liabilities	438,119	10,792
Net	(18,611)	135
Net fair value	<u>(4,139</u>)	180
Forward security agreements designated as held for trading		
Off-balance sheet assets	2,057	2,101
Off-balance sheet liabilities	2,057	2,101
Net		
Net fair value	76	52
FRA agreements designated as held for trading		
Off-balance sheet assets	696	37
Off-balance sheet liabilities	268	
Net	428	37
Net fair value	(270)	33
Commodity transactions designated as held for trading		
Off-balance sheet assets	293	<u> </u>
Off-balance sheet liabilities	293	<u> </u>
Net		<u> </u>
Net fair value	1	

As at 30 September 2009 the Bank has derivative instruments with positive fair values of HUF 99,559 million and negative fair values of HUF 107,266 million.

Positive fair values of derivative instruments designated as hedge accounting relationships are included in other assets, while positive fair values of derivative instruments designated as held for trading are included in financial assets at fair value through profit or loss. Negative fair values of hedging derivative instruments are included in other liabilities. Corresponding figures as at 31 December 2008 are HUF 105,768 million and HUF 128,328 million.

<u>NOTE 11:</u> NET INTEREST INCOME (in HUF mn)

	Nine month period ended 30 September 2009	Nine month period ended 30 September 2009	Year ended 31 December 2008
Interest income			
Loans	195,191	172,387	243,170
Placements with other banks	277,482	131,614	203,352
Amounts due from banks and balances with			
The National Bank of Hungary	5,641	10,272	14,147
Securities held-for-trading	1,843	3,224	4,979
Securities available-for-sale	36,033	15,587	23,959
Securities held-to-maturity	42,097	33,913	42,695
Total Interest Income	<u>558,287</u>	<u>366,997</u>	<u>532,302</u>
Interest expense			
Amounts due to banks and deposits from the			
National Bank of Hungary and other			
banks	216,479	121,221	206,208
Deposits from customers	150,999	106,184	150,729
Liabilities from issued securities	23,273	17,275	25,079
Subordinated bonds and loans	13,419	12,220	16,444
Total Interest Expense	404,170	256,900	<u>398,460</u>
NET INTEREST INCOME	154,117	110,097	133,842

<u>NOTE 12:</u> RELATED PARTY TRANSACTIONS

The Bank enters into transactions for services with a number of subsidiaries. Such transactions are conducted at rates which approximate market conditions.

The main information of loans sold to OTP Mortgage Bank Ltd. with recourse and the relating provision for the repurchase guarantee and the purchase obligation for loans originated by OTP Mortgage Bank Ltd.:

30 September 2009	30 September 2008
51,370	38,442
51,310	38,402
38,883	27,856
5,537	5,258
3,954	2,009
	2009 51,370 51,310 38,883 5,537