

#### OTP BANK PLC.

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

FOR THE THREE MONTH PERIOD ENDED 31 MARCH 2010

#### OTP BANK PLC.

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Unconsolidated Condensed Financial Statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union

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## OTP BANK PLC. UNCONSOLIDATED STATEMENT OF FINIANCIAL POSITION AS AT 31 MARCH 2010 (UNAUDITED) (in HUF mn)

	Note	31 March 2010	31 December 2009	31 March 2009
Cash, amounts due from banks and balances with the National Bank of				
Hungary		244,285	178,217	133,795
Placements with other banks, net of allowance for placement losses		833,145	962,063	999,981
Financial assets at fair value through	3.	270 207	272 652	167 410
profit or loss Securities available-for-sale	3. 4.	278,287 1,656,601	273,652 1,652,747	167,419 543,047
Loans, net of allowance for loan losses	4. 5.	2,589,507	2,622,895	2,997,659
Investments in subsidiaries	6.	648,690	643,907	595,955
Securities held-to-maturity	7.	173,913	216,563	407,053
Property and equipment	,,	68,409	69,654	70,475
Intangible assets		37,707	38,909	39,569
Other assets		<u>82,619</u>	92,085	94,696
TOTAL ASSETS		<u>6,613,163</u>	<u>6,750,692</u>	6,049,649
Amounts due to banks and Hungarian Government, deposits from the National Bank of Hungary and other				
banks		722,407	1,152,131	786,111
Deposits from customers	8.	3,415,909	3,368,752	3,248,313
Liabilities from issued securities Financial liabilities at fair value through	9.	666,482	618,303	509,100
profit or loss		159,375	119,353	260,191
Other liabilities		297,526	252,988	151,040
Subordinated bonds and loans		<u>285,019</u>	287,321	327,248
TOTAL LIABILITIES		<u>5,546,718</u>	5,798,848	<u>5,282,003</u>
Share capital		28,000	28,000	28,000
Retained earnings and reserves		1,042,224	927,618	854,049
Treasury shares		<u>(3,779</u> )	<u>(3,774</u> )	<u>(114,403</u> )
TOTAL SHAREHOLDERS' EQUITY		<u>1,066,445</u>	951,844	767,646
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>6,613,163</u>	<u>6,750,692</u>	<u>6,049,649</u>

# OTP BANK PLC. UNCONSOLIDATED CONDENSED STATEMENT OF OPERATIONS AND STATEMENT OF COMPREHENSIVE INCOME FOR THE THREE MONTH PERIOD ENDED 31 MARCH 2010 (UNAUDITED) (in HUF mn)

	Note	Three month period ended 31 March 2010	Three month period ended 31 March 2009	Year ended 31 December 2009
Interest Income	11.	<u>183,941</u>	<u>191,276</u>	<u>727,077</u>
Interest Expense	11.	<u>130,870</u>	<u>131,972</u>	<u>512,710</u>
NET INTEREST INCOME	11.	<u>53,071</u>	<u>59,304</u>	<u>214,367</u>
Provision for impairment on possible loan and placement losses	6.	18,318	<u>17,659</u>	78,462
NET INTEREST INCOME AFTER PROVISION FOR POSSIBLE LOAN AND PLACEMENT LOSSES		<u>34,753</u>	41,645	<u>135,905</u>
Net profit from fees and commissions		33,897	32,884	138,801
Net operating income		60,313	35,769	52,051
Other administrative expenses		38,776	40,967	<u>165,388</u>
PROFIT BEFORE INCOME TAX		90,187	69,331	161,369
Income tax		8,429	<u>14,165</u>	<u>3,231</u>
NET PROFIT FOR THE YEAR		<u>81,758</u>	<u>55,166</u>	<u>158,138</u>
Earnings per share (in HUF) Basic Diluted <u>The comprehensive income items are as</u>	s follow	<u>294</u> <u>291</u> s:	<u>212</u> <u>212</u>	<u>582</u> <u>577</u>
	Note	Three month period ended 31 March 2010	Three month period ended 31 March 2009	Year ended 31 December 2009
NET PROFIT FOR THE YEAR		<u>81,758</u>	<u>55,166</u>	<u>158,138</u>
Fair value adjustment of securities available-for-sale Cash Flow hedge		32,571	(30,952) ( <u>11,042</u> )	29,126
NET COMPREHENSIVE INCOME		<u>114,329</u>	<u>13,172</u>	<u>187,264</u>

## OTP BANK PLC. UNCONSOLIDATED CONDENSED STATEMENT OF CASH FLOWS FOR THE THREE MONTH PERIOD ENDED 31 MARCH 2010 (UNAUDITED) (in HUF mn)

	Three month period ended 31 March 2010	Three month period ended 31 March 2009	Year ended 31 December 2009
Profit before income tax	90,187	69,331	161,369
Income tax paid Depreciation and amortization Provisions Share-based payment Unrealised gains on fair value adjustment of securities available-for-sale and held for	(1,505) 5,758 10,099 1,572	(4,296) 5,452 14,217 1,700	(13,278) 22,262 77,522 6,802
trading Unrealised (losses)/ gains on fair value adjustment of derivative financial	5,642	5,442	1,634
instruments Changes in other assets and liabilities in	(650)	2,681	34,568
operating activities  Net cash provided by/ (used in) operating	(13,727)	(141,321)	(30,379)
activities	<u>97,376</u>	<u>(46,794</u> )	<u>260,500</u>
Net cash provided by/ (used) in investing activities	<u>311,125</u>	<u>(99,764</u> )	( <u>914,943</u> )
Net cash (used in)/ provided by financing activities	( <u>351,441</u> )	<u>116,989</u>	<u>666,471</u>
Net increase/ (decrease) in cash and cash equivalents	<u>57,060</u>	<u>(29,569</u> )	<u>12,028</u>
Cash and cash equivalents at the beginning of the period Cash and cash equivalents at the end of	<u>105,679</u>	93,651	93,651
the period	<u>162,739</u>	64,082	<u>105,679</u>
Cash and cash equivalents:			
Cash, amounts due from banks and balances with the National Bank of Hungary	178,217	158,022	158,022
Compulsory reserve established by the National Bank of Hungary	<u>(72,538)</u>	(64,371)	(64,371)
Cash and cash equivalents at the beginning of the period	<u>105,679</u>	93,651	<u>93,651</u>
Cash, amounts due from banks and balances with the National Bank of			
Hungary Compulsory reserve established by the	244,285	133,795	178,217
National Bank of Hungary  Cash and cash equivalents at the end of	<u>(81,546</u> )	<u>(69,713</u> )	(72,538)
the period	<u>162,739</u>	<u>64,082</u>	<u>105,679</u>

OTP BANK PLC.
UNCONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE THREE MONTH PERIOD ENDED 31 MARCH 2010
(UNAUDITED) (in HUF mn)

	Share Capital	Capital reserve	Share-based compensation	Retained earnings and reserves	Put option reserve	Treasury Shares	Total
Balance as at 1 January 2009	28,000	52	19,181	823,085	-	(97,845)	772,473
Net comprehensive income for the							
year	-	-	-	13,172	-	-	13,172
Share-based payment	-	-	1,700	-	-	-	1,700
Payments to ICES holders	-	-	-	(3,138)	-	-	(3,138)
Loss on sale of treasury shares	-	-	-	(3)	-	-	(3)
Aquisition of treasury shares		<u>-</u>				<u>(16,558)</u>	(16,558)
Balance as at 31 March 2009	<u>28,000</u>	<u>52</u>	<u>20,881</u>	<u>833,116</u>		( <u>114,403</u> )	<u>767,646</u>
Balance as at 1 January 2010	28,000	52	6,830	976,204	(55,468)	(3,774)	951,844
Net comprehensive income for the							
year	-	-	-	114,329	-	-	114,329
Share-based payment	-	-	1,572	· -	-	-	1,572
Payments to ICES holders	-	-	-	(1,294)	-	-	(1,294)
Loss on sale of treasury shares	-	-	-	(1)	-	-	(1)
Aquisition of treasury shares				<del>-</del>	Ξ	<u>(5</u> )	(5)
Balance as at 31 March 2010	<u>28,000</u>	<u>52</u>	<u>8,402</u>	<u>1,089,238</u>	( <u>55,468</u> )	<u>(3,779</u> )	<u>1,066,445</u>

#### NOTE 1: 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 2010 and were prepared according to the International Financial Reporting Standards.

Certain amounts in the unconsolidated financial statements for the year ended 31 December 2010 have been reclassified to conform with the current year presentation. These reclassifications were not material.

### NOTE 2: SIGNIFICANT EVENTS DURING THE THREE MONTH PERIOD ENDED 31 MARCH 2010, AND POST BALANCE SHEET EVENTS

On 19 March 2010 OTP Bank Plc. has paid back an equivalent of EUR 700 million to the Hungarian State. The amount is the remaining part of a loan agreement of 1.4 billion in total between the Hungarian State and OTP Bank signed on 26 March 2009. According to the original terms the Bank had to start the repayment From February 2011 in eight equal tranches, but it prepaid the first half already in November 2009.

OTP Bank Plc. became 100% sole owner of OTP Real Estate Fund Management Ltd. The Bank bought the 49% block of shares from Sinvest Trust Ltd. The Bank paid the purches price of the shares on 29 March 2010, that day the ownership of the shares was vested to OTP Bank.

On 28 April 2010 OTP Bank Plc. bought 89.9% interest in Monopost Ltd. thus the Bank became the majority owner of the company.

### NOTE 3: FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (in HUF mn)

	31 March 2010	31 December 2009
Held for trading securities:		
Corporate shares	102,827	88,513
Securities issued by the NBH	44,925	49,887
Government bonds	15,266	28,857
Mortgage bonds	6,129	8,689
Hungarian government discounted Treasury	0.400	0.040
Bills	2,469	2,642
Hungarian government interest bearing Treasury Bills	77	183
Other securities	32	282
Other securities	171,725	<u>262</u> 179,053
	171,725	179,000
Accrued interest	475	1,363
, 100, 000 11, 100, 000	172,200	180,416
Derivative financial instruments designated as he	eld for trading:	
Interest rate swaps designated as held for		
trading	62,253	56,134
CCIRS* and mark-to-market CCIRS swaps	20,000	00.400
designated as held for trading	33,282	28,403
Foreign currency swaps designated as held	9 A <b>7</b> 0	7 420
for trading Other derivative transactions	8,078 <u>2,474</u>	7,439 1,260
Other derivative transactions	106,087	93,236
	100,007	95,230
Total	<u>278,287</u>	<u>273,652</u>

#### NOTE 4: SECURITIES AVAILABLE-FOR-SALE (in HUF mn)

	31 March 2010	31 December 2009
Mortgage bonds Bonds issued by NBH Government bonds Other securities  - listed securities  in HUF in foreign currency -non-listed securities in HUF in foreign currency	802,348 362,516 315,978 139,068 15,878 - 15,878 121,511 14,580 106,931 1,619,910	720,260 504,172 257,571 137,389 15,878 - 15,878 121,511 14,580 106,931 1,619,392
Accrued interest	37,316	38,575
Provisions	(625)	(5,220)
Securities available-for-sale total	<u>1,656,601</u>	<u>1,652,747</u>

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

	31 March 2010	31 December 2009
Opening balance	5,220	2,769
Provision for the period	-	5,220
Release of provision	( <u>4,595</u> )	(2,769)
Closing balance	625	<u>5,220</u>

#### NOTE 5: LOANS, NET OF ALLOWANCE FOR LOAN LOSSES (in HUF mn)

	31 March 2010	31 December 2009
Short-term loans and trade bills (within one year) Long-term loans and trade bills (over one year)	571,102 2,093,945 <b>2,665,047</b>	611,898 2,078,523 <b>2,690,421</b>
Accrued interest	20,771	22,061
Provision of impairment on loan losses	(96,311)	(89,587)
Total	<u>2,589,507</u>	<u>2,622,895</u>

### NOTE 5: LOANS, NET OF ALLOWANCE FOR LOAN LOSSES (in HUF mn) [continued]

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

	31 M 20		31 Dec 20	
Commercial loans	1,890,312	71.00%	1,921,905	70.00%
Consumer loans	373,151	14.00%	364,839	14.00%
Municipality loans	181,010	7.00%	178,224	7.00%
Housing loans	145,352	5.00%	149,851	6.00%
Mortgage backed loans	75,222	3.00%	75,602	3.00%
Total	<u>2,665,047</u>	<u>100.00%</u>	<u>2,690,421</u>	<u>100.00%</u>

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

	31 March 2010	31 December 2009
In HUF	34%	33%
In foreign currency	<u>66%</u>	<u>67%</u>
Closing balance	100%	100%

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

	31 March 2010	31 December 2009
Opening balance	89,587	45,319
Provision for the period	18,722	76,862
Release	( <u>11,998</u> )	(32,594)
Closing balance	<u>96,311</u>	<u>89,587</u>

#### NOTE 6: INVESTMENTS IN SUBSIDIARIES (in HUF mn)

	31 March 2010	31 December 2009
Investments in subsidiaries:  Controlling interest  Significant interest	774,179 -	769,477 -
Other	976 <b>775,155</b>	975 <b>770,452</b>
Provision for impairment	( <u>126,465</u> )	( <u>126,545</u> )
Total	<u>648,690</u>	<u>643,907</u>

#### NOTE 6: INVESTMENTS IN SUBSIDIARIES (in HUF mn) [continued]

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

	31 March 2010	31 December 2009
Opening balance	126,545	125,995
Provision for the period	-	575
Release of provision	(80)	(25)
Closing balance	126,465	126,545

#### NOTE 7: SECURITIES HELD-TO-MATURITY (in HUF mn)

	31 March 2010	31 December 2009
Government bonds  Mortgage bonds  Hungarian government discounted Treasury	106,689 60,331	107,447 99,220
bills	397	388
Other securities	<u>-</u> 167,417	<u>5,250</u> <u><b>212,305</b></u>
Accrued interest	6,496	8,422
Provision for impairment		<u>(4,164</u> )
Total	<u>173,913</u>	<u>216,563</u>

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

•	31 March 2010	31 December 2009
Openong balance	4,164	-
Provision for the period	(4,164)	<u>4,164</u>
Closing balance		<u>4,164</u>

#### NOTE 8: DEPOSITS FROM CUSTOMERS (in HUF mn)

	31 March 2010	31 December 2009
Within one year:		
In HUF	2,701,803	2,694,633
In foreign currency	674,111	630,457
	<u>3,375,914</u>	<u>3,325,090</u>
Over one year:		
In HUF	17,172	16,860
In foreign currency	5,983	3,941
	<u>23,155</u>	20,801
	<u>3,399,069</u>	<u>3,345,891</u>
Accrued interest	<u>16,840</u>	22,861
Deposits from customers total	<u>3,415,909</u>	<u>3,368,752</u>

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

	31 Ma 201		31 Dec 20	
Retail deposits	1,993,766	59.00%	2,057,361	61.00%
Corporate deposits	1,118,183	33.00%	1,033,705	31.00%
Municipality deposits	<u>287,120</u>	<u>8.00%</u>	254,825	8.00%
Total	<u>3,399,069</u>	<u>100.00%</u>	<u>3,345,891</u>	<u>100.00%</u>

#### NOTE 9: ISSUEED SECURITIES (in HUF mn)

	31 March 2010	31 December 2009
Within one year:		
In HUF	250,125	227,834
In foreign currency	<u>213,113</u>	<u>216,673</u>
	<u>463,238</u>	<u>444,507</u>
Over one year:		
In HUF	28,483	22,206
In foreign currency	<u>162,149</u>	<u>140,540</u>
	<u>190,632</u>	<u>162,746</u>
Total	<u>653,870</u>	<u>607,253</u>
Accrued interest	<u>12,612</u>	<u>11,050</u>
Issued securities total	<u>666,482</u>	<u>618,303</u>

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

#### (a) Contingent liabilities and commitments

	31 March 2010	31 December 2009
Commitments to extend credit	639,061	613,496
Guarantees arising from banking activities	244,060	233,068
Contingent liabilities related to OTP Mortgage		
Bank Ltd.	93,336	75,215
Legal disputes	32,187	32,012
Confirmed letters of credit	3,500	3,865
Other	4,392	<u>1,586</u>
Total	<u>1,016,536</u>	<u>959,242</u>

#### (b) Fair value of derivative instruments

	Fair 31 March 2010	value 31 December 2009	Notional 31 March 2010	value, net 31 December 2009
Interest rate swaps designated as held for trading				
Positive fair value of interest rate swaps				
designated as held for trading	62,253	56,134	3,194,170	58,203
Negative fair value of interest rate swaps	·	·		
designated as held for trading	(65,002)	(47,065)	(3,197,508)	(45,983)
Foreign exchange swaps designated as held				
for trading				
Positive fair value of foreign exchange swaps	0.070	7.400	0.440	7 700
designated as held for trading	8,078	7,439	8,146	7,790
Negative fair value of foreign exchange swaps designated as held for trading	(5,352)	(6,168)	(5,141)	(5,154)
Interest rate swaps designated as hedge	(3,332)	(0,100)	(3,141)	(3,134)
accounting relationship				
Positive fair value of interest rate swaps				
designated in fair value hedge accounting				
relationships	17,431	14,147	9,440	10,507
Negative fair value of interest rate swaps				
designated in fair value hedge accounting				
relationships	(3,127)	(3,569)	(2,673)	(3,740)
CCIRS designated as held for trading				
Positive fair value of CCIRS designated as held				
for trading	18,717	23,270	8,961	14,951
Negative fair value of CCIRS designated as held	(- ()	(=	()	(
for trading	(84,179)	(54,169)	(36,062)	(4,734)
Mark-to-market CCIRS designated as held for trading				
Positive fair value of mark-to-market CCIRS				
designated as held for trading	14,565	5,133	94,675	40,776
Negative fair value of mark-to-market CCIRS	14,000	0,100	54,070	40,770
designated as held for trading	(2,751)	(7,348)	18,621	40,803
Other derivative contracts designated as	, ,	, ,	,	,
hedge accounting relationship				
Positive fair value of other derivative contracts				
designated in fair value hedge realtionship	-	1	-	(4)
Negative fair value of other derivative contracts				
designated in fair value hedge realtionship	-	-	-	-

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

#### (b) Fair value of derivative instruments [continued]

	Fair value		Fair value Notional value	
	31 March 2010	31 December 2009	31 March 2010	31 December 2009
Other derivative contracts designated as held for trading				
Positive fair value of other derivative contracts designated as held for trading	2,474	1,260	1,726	711
Negative fair value of other derivative contracts designated as held for trading	(2,091)	(4,603)	(1,812)	(12,066)
Derivative financial assets total	123,518	107,384	3,317,118	132,934
Derivative financial liabilities total	(162,502)	(122,922)	(3,224,575)	(30,874)
Derivative financial instruments total	(38,984)	(15,538)	92,543	102,060

As at 31 March 2010 the Bank has derivative instruments with positive fair values of HUF 123,518 million and negative fair values of HUF 162,502 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, negative fair values of derivatives held for trading are included in the negative fair value of derivative financial instruments designated as held for trading line.

Corresponding figures as at 31 December 200 are HUF 107,384 million and HUF 122,922 million.

#### NOTE 11: NET INTEREST INCOME (in HUF mn)

	Three month period ended 31 March 2010	Three month period ended 31 March 2009	Year ended 31 December 2009
Interest Income:			
Loans	57,074	72,769	253,822
Placements with other banks	94,892	96,020	353,911
Amounts due from banks and balances with National Bank of Hungary	25,645	11,026	54,087
Securities held for trading	4,052	8,709	52,934
Securities available-for-sale	1,306	1,840	7,026
Securities held-to-maturity	972	<u>912</u>	5,297
Total Interest Income	<u>183,941</u>	<u>191,276</u>	<u>727,077</u>
Interest Expense: Amounts due to banks and deposits from the National Bank of Hungary, other banks and the			
Hungarian Government	81,961	70,353	265,205
Deposits from customers	35,942	49,746	197,585
Liabilities from issued securities	8,953	7,350	32,474
Subordinated bonds and loans	4,014	4,523	<u> 17,446</u>
Total Interest Expense	<u>130,870</u>	<u>131,972</u>	<u>512,710</u>
NET INTEREST INCOME	<u>53,071</u>	<u>59,304</u>	<u>214,367</u>

#### NOTE 12: RELATED PARTY TRANSACTIONS [in HUF mn]

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

Related party transactions can be detailed as follows:

#### **Transactions with OTP Mortgage Bank Ltd.:**

	31 March 2010	31 March 2009
Loans sold to OTP Mortgage Bank Ltd.		
with recourse (including interest)	4,346	13,448
The gross book value of the loans	4,343	13,430
Fees and commissions received from OTP		
Mortgage Bank Ltd. relating to the loans	12,553	11,705
Provision for the repurchase guarantee of non-		
performing loans	2,846	6,139
Provision for the purchase obligation of the non-		
performing loans originated by OTP Mortgage		
Bank Ltd.	4,599	4,056

#### NOTE 12: RELATED PARTY TRANSACTIONS (in HUF mn) [continued]

#### **Transactions related to OTP Factoring Ltd.:**

	31 March 2010	31 March 2009
Loans sold to OTP Factoring Ltd.	2010	2003
without recourse (including interest)	6,455	3,310
The gross book value of the loans	15,195	7,223
Provision for loan losses on the loans sold	7,594	3,659
Loss on these transaction (recorded in the unconsolidated financial statements as loan and		
placement loss)	1,146	254

The underlying mortgage rights were also transferred to OTP Factoring Ltd.