

**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 Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (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 Covered Bonds (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Covered Bonds 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 MiFID II; or (ii) a customer within the meaning of Directive 2002/92/EC (“**IMD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

## FINAL TERMS

Warsaw, 24 April 2018

### **mBANK HIPOTECZNY S.A.**

Legal entity identifier (LEI): 259400BX0JB4WFBARF57

a joint stock company (*spółka akcyjna*) with its registered office in Warsaw, Poland, at ul. Lecha Kaczyńskiego 26, 00-609 Warsaw, entered into the register of entrepreneurs of the National Court Register (*Krajowy Rejestr Sądowy*) kept by the District Court for Capital City Warsaw in Warsaw, XII Commercial Division of the National Court Register, under KRS number 0000003753, REGON number 014953634 and NIP number 5262316250

### **Issue of EUR 300,000,000 Covered Bonds (*hipoteczne listy zastawne*)**

**under the EUR 3,000,000,000**

### **Programme for the issuance of Covered Bonds**

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 6 July 2017 and the supplements to it dated 10 August 2017 and 9 April 2018, which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”) as amended (which includes the amendments made by Directive 2010/73/EU (the “**2010 PD Amending Directive**”) to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the “**Base Prospectus**”). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Bank and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the Luxembourg Stock Exchange website ([www.bourse.lu](http://www.bourse.lu)), on the website of the Bank ([www.mhipoteczny.pl](http://www.mhipoteczny.pl)), and is available for viewing at and collection from the registered office of mBank Hipoteczny S.A., at ul. Lecha Kaczyńskiego 26, 00-609 Warsaw, Poland and the office of Deutsche Bank Aktiengesellschaft (in its capacity as the Issuing and Principal Paying Agent) at Taunusanlage 12, 60325 Frankfurt am Main, Germany.

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|----|-----|--|----------------|
| 1. | (a) | Series Number:   | 1              |
|    | (b) | Tranche Number:  | 1              |
|    | (c) | Date on which the Covered Bonds will be consolidated and form a single Series: | Not Applicable |
| 2. |     | Specified Currency:  | EUR            |

3. Aggregate Nominal Amount:
  - (a) Series: EUR 300,000,000
  - (b) Tranche: EUR 300,000,000
  - (c) Issue Price: 100.00 per cent. of the Aggregate Nominal Amount of the Tranche
4. (a) Specified Denominations: EUR 100,000
  - (b) Calculation Amount: EUR 100,000
5. (a) Issue Date: 26 April 2018
  - (b) Interest Commencement Date:
 

Period to Maturity Date:	Issue Date
Period from Maturity Date to Extended Maturity Date or Additionally Extended Maturity Date:	Maturity Date
6. Maturity Date: 5 March 2025
7. Interest Basis:
 

Period to Maturity Date:	1.073 per cent. per annum Fixed Rate (see paragraph 10 below)
Period from Maturity Date to Extended Maturity Date or Additionally Extended Maturity Date:	1 month EURIBOR + 0.42 per cent. Floating Rate (see paragraph 11 below)
8. Change of Interest Basis: Not Applicable
9. Date of Management Board approval for issuance of Covered Bonds obtained: 28 March 2018

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

10. Fixed Rate Covered Bond Provisions: Applicable until Maturity Date
  - (a) Rate(s) of Interest: 1.073 per cent. per annum payable in arrear on each Interest Payment Date
  - (b) Interest Payment Date(s): 5 March in each year up to and including the Maturity Date
  - (c) Fixed Coupon Amount(s): EUR 1,073.00 per Calculation Amount
  - (d) Broken Amount(s): EUR 920.13 per Calculation Amount payable on the Interest Payment Date falling on 5 March 2019
  - (e) Day Count Fraction: Actual/Actual (ICMA)
  - (f) Determination Date(s): 5 March in each year
  - (g) Party responsible for calculating amounts payable: Agent
11. Floating Rate Covered Bond Provisions: Applicable if maturity is extended until Extended Maturity Date or Additionally Extended Maturity Date
  - (a) Specified Period(s)/Specified Interest Payment Dates: First Specified Interest Payment Date: 5 April 2025 and then on a monthly basis on each 5<sup>th</sup> day, up to and including the Extended Maturity Date or Additionally Extended Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (b) below
  - (b) Business Day Convention: Modified Following Business Day Convention
  - (c) Relevant Business Centre(s): Warsaw
  - (d) Manner in which the Rate of Interest and Interest Amount is to be determined: Screen Rate Determination
  - (e) Party responsible for calculating the Rate of Interest and Interest Amount: Agent
  - (f) Screen Rate Determination:
 

Reference Rate:	1 month EURIBOR
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Interest Determination Date(s): the second day on which the TARGET2 System is open prior to the start of each Interest Period  
Relevant Screen Page: Reuters EURIBOR01

Reference Banks: Not Applicable

(g) ISDA Determination:

Floating Rate Option: Not Applicable

Designated Maturity: Not Applicable

Reset Date: Not Applicable

(h) Linear Interpolation Not Applicable

(i) Margin(s): 0.42 per cent. per annum

(j) Minimum Rate of Interest: Not Applicable

(k) Maximum Rate of Interest: Not Applicable

(l) Day Count Fraction: Actual/360

12. Zero Coupon Covered Bond Provisions Not Applicable

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

13. Final Redemption Amount of each Covered Bond: EUR 100,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS**

14. Relevant Financial Centre(s) or other special provisions relating to Payment Dates: Warsaw, Luxembourg

#### **MISCELLANEOUS**

15. Form of Covered Bonds:

(a) Form: Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond

(b) New Global Note (NGCB): Yes

**MBANK HIPOTECZNY S.A.**

Signed on behalf of the Bank:

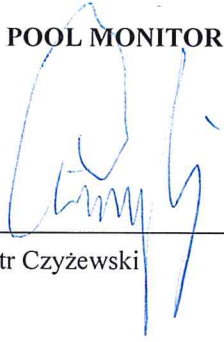
Andrzej Kulik

By: Andrzej Kulik

Grzegorz Trawiński

By: Grzegorz Trawiński

**COVER POOL MONITOR OF MBANK HIPOTECZNY S.A.**

A handwritten signature in blue ink, appearing to be 'Piotr Czyżewski', written over a horizontal line.

By: Piotr Czyżewski

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Luxembourg
- (ii) Admission to trading: Application has been made for the Covered Bonds to be admitted to trading on the regulated market of the Luxembourg Stock Exchange.

### 2. RATINGS

Ratings: The Covered Bonds to be issued have been rated “A / Positive Outlook” by Fitch Ratings (“**Fitch**”). Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the “**CRA Regulation**”). The list of registered and certified rating agencies is published by the European Securities and Markets Authority on its website (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUES

Save for any fees payable to the Managers, so far as the Bank is aware, no person involved in the issue of the Covered Bonds 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 Bank and its affiliates in the ordinary course of business.

### 4. EXPENSES RELATING TO ADMISSION TO TRADING

Estimated expenses relating to the EUR 1,350 admission to trading

### 5. YIELD (Fixed Rate Covered Bonds only)

Indication of yield: 1.073 per cent. per annum

### 6. OPERATIONAL INFORMATION

- (i) ISIN Code: XS1812878889
- (ii) Common Code: 181287888
- (iii) Clearing System: Any clearing system(s) other than Clearstream, Luxembourg, and, Euroclear Bank S.A./N.V. or Clearstream, Frankfurt, the relevant identification number(s) and address(es): Not Applicable
- Clearstream, Frankfurt: Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (vi) Intended to be held in a manner which would allow Eurosystem eligibility:

In case of a New Global Note (NGCB): Yes. Note that the designation "yes" simply means that the Covered Bonds are intended upon issue to be deposited with one of the ICSDs or Clearstream, Frankfurt, as the case may be, as common safekeeper and does not necessarily mean that the Covered Bonds 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.

In case of a Global Note delivered to Clearstream Banking AG, Frankfurt Not Applicable

## 7. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers: Commerzbank Aktiengesellschaft  
Erste Group Bank AG  
J.P. Morgan Securities plc  
Landesbank Baden-Württemberg  
Société Générale
- (iii) Date of Subscription Agreement: 24 April 2018
- (iv) Stabilisation Manager(s) (if any): Commerzbank Aktiengesellschaft
- (v) If non-syndicated, name of relevant Dealer: Not Applicable
- (vi) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D