

**FINAL TERMS (in Slovak: *konečné podmienky*)**

27 January 2023



**Tatra banka, a.s.**

Title of the Notes: Europsky kryty dlhopis (premiovy) TB 05 splatny 2026

**issued under the EUR 4,000,000,000 Debt Securities Issuance Programme  
under the base prospectus dated 29 April 2022**

Total aggregate principal amount of the issue: EUR 500,000,000

ISIN: SK4000022430

These Final Terms were prepared under 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/EC (the **Prospectus Regulation**), and to obtain complete information, they must be assessed and construed in conjunction with the base prospectus (the **Prospectus**) for the issuance programme of debt securities, which will be continuously or repeatedly issued by Tatra banka, a.s. (the **Issuer**).

The Prospectus and its supplements (if any) are available in Slovak language in the special section of the Issuer's website [https://www.tatrabanka.sk/sk/o-banke/financne-ukazovatele/#vydane\\_dlhopisy](https://www.tatrabanka.sk/sk/o-banke/financne-ukazovatele/#vydane_dlhopisy) and in English language at [https://www.tatrabanka.sk/en/about-bank/economic-results/#issued\\_bonds](https://www.tatrabanka.sk/en/about-bank/economic-results/#issued_bonds). The information regarding the Issuer, the Notes and their offer is only complete in combination of these Final Terms and the Prospectus and its supplements (if any). A Summary of the Issue (if applicable) is attached to these Final Terms.

The Prospectus was approved by the National Bank of Slovakia by its decision No. 100-000-345-049 to file No. NBS1-000-072-013 dated 5 May 2022 which came into force on 9 May 2022. The Prospectus Supplement No. 1 was approved by the National Bank of Slovakia by its decision No. 100-000-381-095 to file no. NBS1-000-075-934 dated 30 August 2022, which came into force on 31 August 2022. The Prospectus Supplement No. 2 was approved by the National Bank of Slovakia by its decision No. 100-000-450-533 to file no. NBS1-000-080-244 dated 16 January 2023, which came into force on 17 January 2023. The Prospectus Supplement No. 3 was approved by the National Bank of Slovakia by its decision No. 100-000-455-002 to file no. NBS1-000-080-788 dated 23 January 2023, which came into force on 23 January 2023.

The Final Terms, including the used defined terms, must be read in conjunction with the Common Terms contained in the Prospectus.

The risk factors related to the Issuer and the Notes are listed in clause 2 of the Prospectus "*Risk Factors*".

If the Final Terms are translated in another language and if there are any discrepancies between the Final Terms in Slovak and the Final Terms translated into any other language, the Slovak language version of the Final Terms shall prevail.

**Prohibition of Sales to Retail Investors in the European Economic Area**

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). 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. 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 the Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, as amended (**MiFID II**); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended,

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 the Prospectus Regulation.

#### **Prohibition of Sales to Retail Investors in the United Kingdom**

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. 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 domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); (ii) a customer within the meaning of the provisions of 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 domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 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*

**MiFID II monitoring of the creation and distribution of a financial instrument:** The Issuer, as a manufacturer of a financial instrument, has evaluated solely for the purposes of the approval process of a financial instrument under the Securities Act that the determined (i) target market for the Notes is professional clients and eligible counterparties, and (ii) the distribution channels for the Notes are all distribution channels for professional clients and eligible counterparties. Any person subsequently offering, selling or recommending the Notes (each a **Distributor**) must take into account the evaluation of the nature of the financial instrument, investment service and target market by the manufacturer of the product, and the Distributor is responsible for taking appropriate measures so that the Notes are distributed through appropriate distribution channels in accordance with the characteristics, objectives and needs of the target market identified by the Issuer. The Distributor of financial instruments is required to provide the Issuer with information on the distribution of financial instruments. **The Notes are not for distribution to retail clients.**

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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**); 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 manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

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## PART A: PROVISIONS SUPPLEMENTING TERMS AND CONDITIONS OF THE NOTES

### Clause 1: Basic information, form and manner of issue of the Notes

Type of Notes (1.1):	Covered Notes
ISIN (1.1):	SK4000022430
CFI (1.1):	DBFSFB
FISN (1.1):	Tatban/3.375 BD 20260131
Common Code (1.1)	258277112
Depository (1.2):	Name: Centrálny depozitár cenných papierov SR, a.s. Address: ul. 29. augusta 1/A, 814 80 Bratislava, Slovak Republic
Principal amount (1.3):	EUR 100,000
Number of securities in the issue (1.3):	5,000
Currency (1.4):	EUR
Name (1.5):	Europsky kryty dlhopis (premiovy) TB 05 splatny 2026
Aggregate Amount of the Issue (1.6):	EUR 500,000,000
Further specification of issuing in tranches (1.7):	Not applicable.
Issue Price in % (1.8):	99.742
Information about the accrued interest (1.8):	Not applicable.
Issue Date (1.9):	31 January 2023

### Clause 4: Status of obligations

Status of obligations:	Obligations from the Covered Notes constitute direct, general, secured (covered), unconditional and unsubordinated obligations of the Issuer which rank <i>pari passu</i> among themselves and always rank at least <i>pari passu</i> with any other direct, general, similarly secured (covered), unconditional and unsubordinated obligations of the Issuer, present and future, save for those obligations of the Issuer which may be stipulated by mandatory provisions of law.
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### Clause 6: Interest

Determination of interest (6.1):	The Notes bear a fixed interest rate throughout their life, in the amount of 3.375% p. a. (the <b>Interest Rate</b> ).
Yield to Maturity (6.2):	3.467%
Interest Payment Frequency (6.2):	Annually
Interest Payment Date(s) (6.2):	31 January
First Interest Payment Date (6.2):	31 January 2024
Convention (6.2):	Act/Act (AFB)
Screen page (6.5):	Not applicable.

Relevant value (6.5):	Not applicable.
Further information on early redemption if it is impossible to determine the Substitute Reference Rate (6.7):	Not applicable.

#### Clause 7: Maturity of the Notes

Method of Redemption (7.1):	in single instalment (bullet)
Maturity Date (7.1):	on 31 January 2026 (the <b>Principal Amount Maturity Date</b> ), save that the Principal Amount Maturity Date in bankruptcy, involuntary administration or resolution of the Issuer can be extended for a maximum 12 (twelve) months and thereafter under certain conditions for additional 12 (twelve) months in each case in accordance with the statutory requirements for the soft bullet extension under Section 82 of the Act on Banks and other applicable laws.
Repurchase (7.2):	The Issuer has the right to purchase any of the Notes on the secondary market at any market price any time prior to the Principal Amount Maturity Date.
Early redemption of the Notes decided by the Issuer (7.3):	Not applicable. The Issuer may not, on the basis of its decision, redeem the Notes early.
Early redemption of the Notes with target redemption upon reaching the Target Interest Amount (7.4):	Not applicable. The Notes do not have a target redemption upon reaching a certain amount of interest.
Early redemption of the Notes due to additional withholding tax compensation (7.5):	Not applicable. The Notes cannot be redeemed early due to additional withholding tax compensation.

#### Clause 8: Payment Terms and Conditions

Financial Centre (8.8):	Bratislava, TARGET2
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#### Clause 10: Taxation

Gross-up:	The Issuer will not be obliged to pay any additional sums to the recipient for the reimbursement of these withholdings, taxes, levies or charges.
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### PART B:

#### PROVISIONS SUPPLEMENTING TRADING, CONDITIONS OF THE OFFER AND OTHER INFORMATION

#### Clause 16: Admission to trading

Admission to trading:	The Issuer will submit an application to Burza cenných papierov v Bratislave, a.s., with its registered seat at Vysoká 17, 811 06 Bratislava, Slovak Republic, Identification No.: 00 604 054, for the admission of the Notes to trading on its regulated market: <i>regulovaný voľný trh</i> .
Estimated costs of the admission to trading:	The Issuer estimates the costs associated with the request and admission of the Notes to trading at EUR 3,500.
Estimated net proceeds from the Issue:	EUR 497,960,000

**Clause 17: Conditions of the Offer**

Type of Offer:	in an offer which is not subject to the obligation to publish the Prospectus within and outside the Slovak Republic
Form of Offer:	as a syndicated issue through (i) Commerzbank Aktiengesellschaft, with its registered office at Kaiserstraße 16, 60311 Frankfurt am Main, Germany, (ii) ING Bank N.V., with its registered office at Foppingadreef 7, 1102 BD Amsterdam, the Netherlands, (iii) Landesbank Baden-Württemberg, with its registered office at Am Hauptbahnhof 2, 70173 Stuttgart, Germany and (iv) Raiffeisen Bank International AG, with its registered office at Am Stadtpark 9, A-1030 Wien, Austria, acting as joint lead managers with respect to the Notes (the <b>Joint Lead Managers</b> )
Offer is addressed to:	eligible counterparties and qualified investors
Distribution method:	The Joint Lead Managers will distribute the Notes in the Slovak Republic and also outside the Slovak Republic in one or several manners to which the obligation to publish a prospectus does not apply. The Issuer and the Joint Lead Managers have entered into the Subscription Agreement on 27 January 2023 for subscription of the Notes.
Prohibition of Sales to Retail Investors in the European Economic Area:	Applicable
Prohibition of Sales to Retail Investors in the United Kingdom:	Applicable

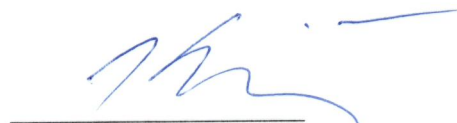
**Clause 18: Additional Information**

Stabilisation Manager:	Not applicable. No Stabilisation Manager has been appointed in connection with the issue of the Notes.
Description of other interests:	Not applicable.
Specific information relating to the Green Notes:	Not applicable.
Third party information and expert reports:	Not applicable.
Credit rating assigned to the Notes:	It is expected that the Covered Notes will be rated Aaa by Moody's.
Information on other advisors:	Not applicable.

In Bratislava, on 27 January 2023.



Name: Ing. Pavol Truchan  
 Title: Authorised Representative  
 Tatra banka, a.s.



Name: Pavol Kiral'varga, MSc  
 Title: Authorised Representative  
 Tatra banka, a.s.