

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

26 April 2024



**Tatra banka, a.s.**

Title of the Notes: Green Senior Dlhopis TB 6NC5 2030

**issued under the Debt Securities Issuance Programme  
in the maximum principal amount up to EUR 5,000,000,000**

Total aggregate principal amount of the issue: EUR 350,000,000

ISIN: SK4000025201

Tranche No.: 1

These Final Terms have been 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**). To obtain complete information, they must be assessed and construed in conjunction with the base prospectus dated 10 April 2024 (the **Prospectus**) for the debt securities issuance programme, under which the debt securities will be continuously or repeatedly issued by the company Tatra banka, a.s. (the **Issuer**) and any of its supplement.

The Prospectus and any of its supplements are available in the Slovak language in a separate 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, if drawn up, also in English at [https://www.tatrabanka.sk/en/about-bank/economic-results/#issued\\_bonds](https://www.tatrabanka.sk/en/about-bank/economic-results/#issued_bonds). Information on the Issuer, the Notes and their offer is complete only based on combination of these Final Terms, the Prospectus and any of its supplements. Summary (if it is prepared) is attached to these Final Terms.

The Prospectus was approved by the National Bank of Slovakia by its decision No. 100-000-689-425 to file No.: NBS1-000-097-016 dated 18 April 2024 that became valid and binding on 18 April 2024.

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 **PRIPs 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 PRIPs 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.**

### *UK MiFIR Product Governance*

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):	Unsubordinated and unsecured notes (the <b>Senior Notes</b> ) qualifying as Green Notes and MREL Eligible Notes
ISIN (1.1):	SK4000025201
CFI (1.1):	DBVNGB
FISN (1.1):	Tatban/VARI BD 20300429
Common Code (1.1)	281246330
Principal Amount (1.3):	EUR 100,000
Number of Securities (1.3):	3,500
Currency (1.4):	Euro (EUR)
Name (1.5):	Green Senior Dlhopis TB 6NC5 2030
Aggregate Amount (1.6):	EUR 350,000,000
Issuing in tranches or continuously (1.7):	The Notes may be issued by the Issuer in parts (tranches) in compliance with the applicable provisions of the Bonds Act, and for the purposes of Section 6(3) of the Bonds Act, the term for subscribing for the issue as a whole is deemed to be the entire period up to the Principal Amount Maturity Date or Early Maturity Date. Any such further parts (tranches) will be fungible, from the moment of their issuance, with the original Notes issued as part of all the previous tranches and will form the single issue of the Notes governed by the same terms and conditions from the moment of their issuance. Any Meeting convened will relate to all tranches of the Notes of the single issue. There will be separate Final Terms issued for each tranche.
Issue Date (1.9):	29 April 2024

### Clause 4: Status of obligations

Status of obligations:	Obligations from the Senior Notes constitute direct, general, unsecured, unconditional and unsubordinated liabilities 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, unsecured, unconditional and unsubordinated liabilities of the Issuer, present and future, save for those obligations of the Issuer as may be stipulated by mandatory provisions of law. Each Holder acknowledges and explicitly agrees that if the Issuer gets into a crisis situation under Act No. 371/2014 Coll. on the resolution of crisis situations on the financial market, as amended, including related regulations, the obligations of the Issuer from the Senior Notes may be subject to measures for resolution of the crisis situation of the Issuer or its group, mainly to the capitalisation measure, as a result of which the obligations from the Senior Notes may be modified or terminated, or converted into registered capital of the Issuer. This can result in the Holders losing a part or their whole investment in the Senior Notes.
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	The Holders do not have the right to set-off their claims under the Notes against the Issuer and at the same time the Issuer does not have the right to set-off its claims against the Holders under the Notes.
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## Clause 6: Interest

Determination of interest (6.1):	<p>The Notes bear fixed interest rate of 4.971% p. a. until 29 April 2029 (the <b>Interest Rate Change Date</b>) (the <b>First Interest Rate</b>) during each Interest Period. The Interest Rate Change Date may only be one of the Payment Dates.</p> <p>From the Interest Rate Change Date until the Principal Amount Maturity Date or the Early Maturity Date, the Notes will during each Interest Period bear interest at an interest rate determined as the sum of the Reference Rate and the Margin of 3-month EURIBOR and 2.10% p. a. (the <b>Second Interest Rate</b>).</p> <p>The term <b>Interest Rate</b> refers to the First Interest Rate and/or the Second Interest Rate in % p. a. applicable over the relevant period and the Second Interest Rate for the relevant Interest Period shall be notified by the Issuer to the BSSE promptly. The Reference Rate will be set for the first time two T2 days before the Interest Rate Change Date and subsequently set two T2 days before the applicable Payment Date for the following Interest Period (as defined below) (the <b>Reference Rate Setting Date</b>).</p> <p>If, for any Interest Period following the Interest Rate Change Date, the Second Interest Rate determined in accordance with the preceding provisions is less than 0 % p. a., the Notes will bear interest of 0 % p. a. (the <b>Floor Interest Rate</b>) for the given Interest Period. If the Floor Interest Rate is applied in accordance with the previous sentence, the term <b>Interest Rate</b> will be interpreted as the Floor Interest Rate for the purposes of the Terms and Conditions for the given Interest Period and not as an interest rate determined in the manner above.</p>
Interest Payment Frequency (6.2):	<p>Annually in arrears for the First Interest Rate.</p> <p>Every three months in arrears for the Second Interest Rate.</p>
Interest Payment Date(s) (6.2):	<p>In case of the First Interest Rate annually in arrears, i.e. on 29 April 2025, 29 April 2026, 29 April 2027, 29 April 2028 and 29 April 2029 (unless an Early Maturity Date occurs earlier).</p> <p>In case of the Second Interest Rate every three months in arrears, i.e. 29 July 2029, 29 October 2029, 29 January 2030 and 29 April 2030 (unless an Early Maturity Date occurs earlier).</p>
First Interest Payment Date (6.2):	<p>29 April 2025 in case of the First Interest Rate.</p> <p>29 July 2029 in case of the Second Interest Rate.</p>
Convention (6.2):	<p>Act/Act (AFB) for the First Interest Rate.</p> <p>Act/360 for the Second Interest Rate.</p>
Screen page (6.5):	EURIBOR3MD= (Reuters)
Relevant value (6.5):	the value of the fixing of the interest rates for sale on the interbank market for deposits for the relevant currency for the relevant period

Further information on early redemption if it is impossible to determine the Substitute Reference Rate (6.7):	Not applicable.
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### Clause 7: Maturity of the Notes

Redemption (7.1):	Unless the Notes are redeemed earlier or repurchased by the Issuer and thus cease to exist, as defined below, the Principal Amount in a single instalment (bullet) shall be repaid on 29 April 2030 (the <b>Principal Amount Maturity Date</b> ).
Repurchase (7.2):	The Issuer may buy back all or only some of the Notes only if the conditions under the requirements of the CRR applicable and effective at that time applicable to the eligible liabilities and their buy-back are satisfied, and the authorisation of the competent resolution or supervisory authority has been obtained.
Early redemption of the Notes decided by the Issuer (7.3):	<p>The Issuer may, by a written notice addressed to the Holders, determine that all (and not only some) Notes will become early redeemable as of 29 April 2029 (the <b>Early Maturity Date</b>).</p> <p>If there is a change in the regulatory classification of the Notes or in the applicable tax terms in respect of the Notes, in each case as will be provided in the relevant provisions of the CRR applicable and effective at that time, the Issuer may, by a written notice addressed to the Holders, determine that all (and not only some) Notes may become early redeemable as of any date determined by the Issuer in accordance with this provision (the <b>Early Maturity Date</b>). The Issuer is obliged to announce such decision to the Holders no sooner than 60 days and no later than 30 days prior to the relevant Early Maturity Date. The Issuer may exercise this right only if the conditions under the relevant provisions of the CRR applicable and effective at that time are satisfied, and the authorisation of the competent resolution or supervisory authority has been obtained.</p> <p>The Issuer's notification of the early redemption of the Notes and of the Early Maturity Date is irrevocable and obliges the Issuer to early redeem the entire issue in respect of which the notification was made.</p> <p>On the Early Maturity Date, the Issuer shall pay to each Holder 100.00% of Principal Amount of the Notes and any accrued interest. The provisions of clause 8 shall apply accordingly to the early redemption of the Notes.</p>
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

Determination Date for the Payment of the Interest (8.4):	The 15th calendar day
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Determination Date for the Redemption of the Principal Amount (8.4):	The 15th calendar day
Determination Date for the Redemption of the Early Principal Amount (8.4):	The 15th calendar day
Financial Centre (8.8):	Bratislava, T2

#### Clause 10: Taxation

Gross-up:	The Issuer will not be obliged to pay any additional sums to the recipients 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:	EUR 349,300,000

#### Clause 17: Conditions of the Offer

Type of Offer:	in an offer which is not subject to the obligation to publish a prospectus within and outside the Slovak Republic
Form of Offer:	as a syndicated issue through (i) Danske Bank A/S, Bernstorffsgade 40, DK-1577 Copenhagen V, Denmark; (ii) Goldman Sachs Bank Europe SE, Marienturm, Taunusanlage 9-10, 60329 Frankfurt am Main, Germany; (iii) Raiffeisen Bank International AG, Am Stadtpark 9, A-1030 Wien, Austria and (iv) UniCredit Bank GmbH, Arabellastrasse 12, 81925 Munich, Germany, 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 26 April 2024 for subscription of the Notes.
Issue Price in % on issuance:	100%

Issue Price for continuing offers:	Not applicable.
Specification of the term of the offer, issue and settlement of continuously issued Notes or subsequent tranches of the Notes within the offer for which a prospectus is not required:	Not applicable.
Information about the accrued interest:	Not applicable.
Yield to Maturity:	Not applicable.
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 Sustainable Notes:	Relevant information is provided in the Sustainable Bond Framework.
Third party information and expert reports:	Not applicable.
Credit rating assigned to the Notes:	The Notes were rated A3 by Moody's.
Information on other advisors:	Not applicable.

In Bratislava, on 26 April 2024.



Name: Ing. Milan Zvarik  
Title: based on Power of Attorney  
Tatra banka, a.s.



Name: Pavol Kiral'varga, MSc  
Title: based on Power of Attorney  
Tatra banka, a.s.