

FINAL TERMS (in Slovak: *konečné podmienky*)

14 February 2023



Tatra banka, a.s.

Title of the Notes: Green Senior Dlhospis TB 3NC2 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 300,000,000

ISIN: SK4000022505

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 and in English language at 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):	Unsubordinated and unsecured notes (the Senior Notes) qualifying as Green Notes and MREL Eligible Notes
ISIN (1.1):	SK4000022505
CFI (1.1):	DBVNGB
FISN (1.1):	Tatban/VARI BD 20260217
Common Code (1.1)	258923430
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):	3,000
Currency (1.4):	Euro (EUR)
Name (1.5):	Green Senior Dlhopis TB 3NC2 2026
Aggregate Amount of the Issue (1.6):	EUR 300,000,000
Further specification of issuing in tranches (1.7):	Not applicable.
Issue Price in % (1.8):	100
Information about the accrued interest (1.8):	Not applicable.
Issue Date (1.9):	17 February 2023

Clause 4: Status of obligations

Status of obligations:	<p>Obligations from the Senior Notes constitute direct, general, unsecured, 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, unsecured, unconditional and unsubordinated obligations 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.</p> <p>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.</p>
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Clause 6: Interest

<p>Determination of interest (6.1):</p>	<p>The Notes bear fixed interest rate of 5.952% p. a. until 17 February 2025 (the Interest Rate Change Date) (the First Interest Rate) 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 2.65% p. a. (the Second Interest Rate).</p> <p>The term Interest Rate 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 TARGET days before the Interest Rate Change Date and subsequently set two TARGET days before the applicable Payment Date for the following Interest Period (as defined below) (the Reference Rate Setting Date).</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 Floor Interest Rate) for the given Interest Period. If the Floor Interest Rate is applied in accordance with the previous sentence, the term Interest Rate 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>
<p>Yield to Maturity (6.2):</p>	<p>Not applicable.</p>
<p>Interest Payment Frequency (6.2):</p>	<p>Annually in arrears for the First Interest Rate.</p> <p>Every three months in arrears for the Second interest Rate.</p>
<p>Interest Payment Date(s) (6.2):</p>	<p>In case of the First Interest Rate annually in arrears, i.e. on 17 February 2024 and 17 February 2025 (unless an Early Maturity Date occurs earlier).</p> <p>In case of the Second Interest Rate every three months in arrears, i.e. 17 May 2025, 17 August 2025, 17 November 2025 and 17 February 2026 (unless an Early Maturity Date occurs earlier).</p>
<p>First Interest Payment Date (6.2):</p>	<p>17 February 2024 in case of the First Interest Rate.</p> <p>17 May 2025 in case of the Second Interest Rate.</p>
<p>Convention (6.2):</p>	<p>Act/Act (AFB) for the First Interest Rate.</p> <p>Act/360 for the Second Interest Rate.</p>
<p>Screen page (6.5):</p>	<p>EURIBOR3MD= (Reuters)</p>
<p>Relevant value (6.5):</p>	<p>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</p>
<p>Further information on early redemption if it is impossible to determine the Substitute Reference Rate (6.7):</p>	<p>Not applicable.</p>

Clause 7: Maturity of the Notes

Method of Redemption (7.1):	In a single instalment (bullet) on the Maturity Date
Maturity Date (7.1):	17 February 2026
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 17 February 2025 (the Early Maturity Date).</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 Early Maturity Date). 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>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

Financial Centre (8.8):	Bratislava, TARGET 2
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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 from the Issue:	EUR 299,475,000

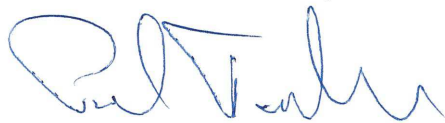
Clause 17: Conditions of the Offer

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) DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main, with its registered office at Platz der Republik, 60325 Frankfurt am Main, Germany, (ii) J.P. Morgan SE, with its registered office at Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main, Germany, (iii) 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 Joint Lead Managers)
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 14 February 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:	Relevant information is provided in the Green 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 14 February 2023.



Name: Ing. Pavol Truchan

Title: Authorised Representative

Tatra banka, a.s.



Name: Pavol Kiral'varga, MSc

Title: Authorised Representative

Tatra banka, a.s.