

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

21 April 2021



**Tatra banka, a.s.**

Title of the Notes: Green Senior Dlhopis TB 7NC6 2028

**issued under the EUR 3,000,000,000 Debt Securities Issuance Programme  
under the base prospectus dated 29 March 2021**

Total issue amount: EUR 300,000,000

ISIN: SK4000018925

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 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). 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.: 100-000-280-823 to file No.: NBS1-000-059-326 dated 31 March 2021.

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.**

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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):	SK4000018925
FISN (1.1):	Tatban/VARI BD 20280423
Common Code (1.1)	Not applicable.
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 7NC6 2028
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):	99.588
Information about the accrued interest (1.8):	Not applicable.
Issue Date (1.9):	23 April 2021

**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**

Determination of interest (6.1):	The Notes bear fixed interest rate of 0.5% p. a. until 23 April 2027 (the <b>Interest Rate Change Date</b> ) (the <b>First Interest Rate</b> ) during each
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	<p>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 0.8% 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 2 TARGET days before the Interest Rate Change Date and subsequently set 2 TARGET 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 zero % p. a., the Notes will bear interest of zero % 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 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>
Yield to Maturity (6.2):	Not applicable.
Interest Payment Frequency (6.2):	Annually in arrears for the First Interest Rate. Every three months in arrears for the Second Interest Rate.
Interest Payment Date(s) (6.2):	In case of the First Interest Rate annually in arrears, i.e. 23 April 2022, 23 April 2023, 23 April 2024, 23 April 2025, 23 April 2026 and 23 April 2027 (unless an Early Maturity Date occurs earlier).  In case of the Second Interest Rate every three months in arrears, i.e. 23 July 2027, 23 October 2027, 23 January 2028 and 23 April 2028 (unless an Early Maturity Date occurs earlier).
First Interest Payment Date (6.2):	23 April 2022 in case of the First Interest Rate. 23 July 2027 in case of the Second Interest Rate.
Convention (6.2):	Act/Act (AFB) for the First Interest Rate. Act/360 for the Second Interest Rate.
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.

#### Clause 7: Maturity of the Notes

Method of Redemption (7.1):	In a single instalment (bullet) on the Maturity Date.
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Maturity Date (7.1):	23 April 2028
Repurchase (7.2):	<p>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.</p>
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 23 April 2027 (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 23 April 2027 or any other 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>On the Early Maturity Date, the Issuer shall pay to each Holder 100.00% of Principal Amount of the Notes. 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):	<p>The Issuer is entitled to early redeem all (not only some) Notes issued and outstanding as of 23 April 2027 or any other date determined by the Issuer in accordance with this provision and subject to compliance with relevant provisions of the CRR applicable and effective at that time (including with regard to obtaining any necessary consents of supervision or resolution authority) (the <b>Early Maturity Date</b>) only if (a) on the occasion of the next payment due under the Notes, the Issuer has or will become obliged to pay additional amounts as provided or referred to in clause 10 as a result of any change in, or amendment to, the laws or regulations of the Slovak Republic or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the Issue Date and (b) such obligation cannot be avoided by the Issuer taking reasonable measures available to it. 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'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. As at the Early Maturity Date, the Issuer shall pay to each Holder 100.00% of the Principal Amount of the Notes. The provisions of clause 8 shall apply accordingly to the early redemption of the Notes.</p>



**Clause 8: Payment Terms and Conditions**

Financial Centre (8.8):	Bratislava, TARGET 2
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**Clause 10: Taxation**

Gross-up:	<p>If such withholding or deduction is required by the laws of the Slovak Republic, the Issuer will pay such additional amounts to the Holder as will be necessary so that the net amount of the principal or interest received by the Holders after such withholding or deduction will be equal to the respective amounts which would otherwise have been received in respect of the Notes in the absence of such withholding or deduction (the <b>Additional Amounts</b>). However, no such Additional Amounts will be payable on account of any withheld or deducted tax which:</p> <ul style="list-style-type: none"> <li>(a) is payable by any person (including the Issuer) acting as custodian bank or collecting agent on behalf of a Holder, or by the Issuer if no custodian bank or collecting agent is appointed or otherwise in any manner, and under the law it does not constitute a payment of tax by way of withholding or deduction by the Issuer as tax payer;</li> <li>(b) is payable by reason of the Holder having, or having had tax residency, permanent establishment or any other personal or business connection with the Slovak Republic;</li> <li>(c) is withheld or deducted pursuant to: (i) any European Union directive or other legal instrument of the Union law concerning the taxation of distributions or income; or (ii) any international treaty relating to such taxation (e.g. treaty implementing FATCA) and to which the Slovak Republic or the European Union is a party; or (iii) any provision of law implementing, or complying with, such directive, legal instrument or treaty; or</li> <li>(d) is payable by reason of a change in law that becomes effective more than 30 days after the relevant payment in respect of the Notes becomes due; or</li> <li>(e) would not be payable if the Holder or the actual beneficiary in respect of the Notes would provide a certificate of residence, certificate of exemption or any other similar documents required according to the respective applicable regulations.</li> </ul> <p>Notwithstanding anything to the contrary in this provision, no additional amounts shall be paid where such withholding or deduction is required pursuant to an agreement described in Section 1471(b) of the United States Internal Revenue Code of 1986, as amended (the <b>Code</b>) or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any interpretations thereof or law implementing an intergovernmental approach thereto or an agreement between the United States of America and the Slovak Republic to implement FATCA or any law implementing or complying with, or introduced in order to conform to, such agreement.</p>
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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, IČO: 00 604 054, for the admission of the Notes to trading on its regulated market: Regulated Free Market (in Slovak: <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 298,134,000

**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 BNP Paribas, with its registered office at 16, boulevard des Italiens, 75009 Paris, France, Landesbank Baden-Württemberg, with its registered office at Am Hauptbahnhof 2, 70173 Stuttgart, Germany and 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> ) and through Banco de Sabadell, S.A., with its registered office at Avenida Óscar Esplá 37, 03007 Alicante, Spain acting as a co-lead manager (the <b>Co-lead Manager</b> )
Offer is addressed to:	eligible counterparties and qualified investors
Distribution method:	The Joint Lead Managers and the Co-lead Manager 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, the Joint Lead Managers and the Co-lead Manager have entered into the Subscription Agreement on 21 April 2021 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:	Raiffeisen Bank International AG
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 will be rated Baa1 by Moody's.

Information on other advisors:	Not applicable.
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In Bratislava, on 21 April 2021.



Name: Dr. Johannes Schuster

Title: Member of the Board of Directors

Tatra banka, a.s.



Name: Ing. Marcel Kaščák

Title: Member of the Board of Directors

Tatra banka, a.s.