



**TRANSLATION OF THE APPROVED SUPPLEMENT NO. 1
TO THE BASE PROSPECTUS DATED 13 MAY 2025**

Tatra banka, a.s.

EUR 5,000,000,000 Debt Securities Issuance Programme

This document constitutes a supplement (the **Supplement**) prepared pursuant to Article 23 of 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 the base prospectus dated 13 May 2025 approved by the National Bank of Slovakia by its decision No. 100-000-899-495 to file No. NBS1-000-109-545 dated 14 May 2025 which came into force on 14 May 2025 (the **Prospectus**).

The Prospectus was prepared by the issuer, Tatra banka, a.s., with its registered seat at Hodžovo námestie 3, 811 06 Bratislava 1, Slovak Republic, Identification No.: 00 686 930, registered in the Commercial Register of the Municipal Court Bratislava II I, Section: Sa, File No. 71/B, LEI: 3157002JBFAI478MD587 (the **Issuer**), in respect of its debt securities issuance programme of up to EUR 5,000,000,000 (the **Programme**) under which it may continuously or repeatedly issue (i) unsubordinated and unsecured notes (the **Senior Notes**), (ii) covered notes (in Slovak: *kryté dlhopisy*) (the **Covered Notes**), (iii) subordinated notes (in Slovak: *podriadené dlhopisy*) intended to qualify as Tier 2 capital instruments (the **Subordinated Notes**) and (iv) senior non-preferred notes (the **Senior Non-preferred Notes**) (jointly the **Notes**).

This Supplement constitutes a part of the Prospectus and shall be read together and in connection with the Prospectus. Terms with a capital letter not defined in this Supplement shall have the meaning given in the Prospectus.

The purpose of this Supplement is to update:

- (a) the cover page of the Prospectus, clause 1 of the Prospectus “General Description of the Programme”, clause 7 of the Prospectus “Common Terms”, clause 8 of the Prospectus “Form of the Final Terms”, clause 11 of the Prospectus “General Information” and clause 14 of the Prospectus “Glossary” due to an increase in the aggregate principal amount of all outstanding debt securities of the Programme from EUR 5,000,000,000 to EUR 7,000,000,000; and
- (b) clause 8 of the Prospectus “Form of the Final Terms” and clause 9 of the Prospectus “Distribution and Selling Restrictions” due to the update of selling restrictions of the Notes applicable to the United Kingdom.

This Supplement is subject to approval by the National Bank of Slovakia and subsequent disclosure under the Prospectus Regulation.

This Supplement will be available in electronic form in a separate section on the Issuer's website https://www.tatrabanka.sk/sk/o-banke/financne-ukazovatele/#vydane_dlhopisy and in English at https://www.tatrabanka.sk/en/about-bank/economic-results/#issued_bonds as long as the Prospectus remains valid.

The Supplement is dated 19 January 2026.

The Prospectus shall be amended and supplemented as follows:

2. CHANGES TO THE COVER PAGE OF THE PROSPECTUS

2.1 The name of the Programme on the cover page of the Prospectus shall be amended as follows:

“EUR 7,000,000,000 Debt Securities Issuance Programme”

2.2 The first paragraph on the cover page of the Prospectus shall be amended as follows:

“Tatra banka, a.s., with its registered seat at Hodžovo námestie 3, 811 06 Bratislava 1, Slovak Republic, Identification No.: 00 686 930, registered in the Commercial Register of the Municipal Court Bratislava III, Section: Sa, File No. 71/B, LEI: 3157002JBFAI478MD587 (the **Issuer**) has approved a debt securities issuance programme (in Slovak: *ponukový program dlhopisov*) in the maximum principal amount up to EUR 7,000,000,000 (the **Programme**), under which it may continuously or repeatedly issue (i) unsubordinated and unsecured notes (the **Senior Notes**), (ii) covered notes (in Slovak: *kryté dlhopisy*) (the **Covered Notes**), (iii) subordinated notes (in Slovak: *podriadené dlhopisy*) intended to qualify as Tier 2 capital instruments (the **Subordinated Notes**) and (iv) senior non-preferred notes (the **Senior Non-preferred Notes**) (jointly the **Notes**). Senior Notes, Covered Notes, Subordinated Notes and Senior Non-Preferred Notes can be issued for the purposes of financing or re-financing, in part or in full, of eligible loans providing positive environmental and/or social impact (such Notes also individually as Green Notes, Social Notes or Sustainability Notes, and together as **Sustainable Notes**). The Senior Notes and Senior Non-preferred Notes can be also issued for the purposes of fulfilment of the minimum requirements for own funds and eligible liabilities of the Issuer (the **MREL Eligible Notes**). The aggregate principal amount of all outstanding Notes issued under the Programme shall not at any time exceed EUR 7,000,000,000 or its equivalent in a foreign currency.”

3. CHANGES IN CLAUSE 1 OF THE PROSPECTUS “GENERAL DESCRIPTION OF THE PROGRAMME”

3.1 The first paragraph in the item “**Programme Description**” in clause 1 of the Prospectus “**General Description of the Programme**” shall be amended as follows:

“Debt securities issuance programme of up to EUR 7,000,000,000 under which the Issuer may continuously or repeatedly issue:”

3.2 The text in the item “**Programme Size**” in clause 1 of the Prospectus “**General Description of the Programme**” shall be amended as follows:

“The aggregate principal amount of all outstanding Notes issued under the Programme shall at any time not exceed EUR 7,000,000,000 or its equivalent in a foreign currency.”

4. CHANGES IN CLAUSE 7 OF THE PROSPECTUS “COMMON TERMS”

4.1 The text in clause 1.10 of the Common Terms shall be amended as follows:

“The Notes will be issued under the EUR 7,000,000,000 debt securities issuance programme pursuant to Article 8 of the Prospectus Regulation (the **Programme**), which was approved by the Issuer’s Board of Directors on 4 February 2019 and the Issuer’s Supervisory Board on 19 February 2019. The Issuer’s Board of Directors approved on 12 October 2021 and the Issuer’s Supervisory Board on 22 November 2021 increasing the aggregate principal amount of the Programme from EUR 3,000,000,000 to EUR 4,000,000,000. The Issuer’s Board of Directors approved on 21 March 2023 and the Issuer’s Supervisory Board on 31 November 2023 increasing the aggregate principal amount of the Programme from EUR 4,000,000,000 to EUR 5,000,000,000. The Issuer’s Board of Directors approved on 9 December 2025 and the Issuer’s Supervisory Board on 11 December 2025 increasing the aggregate principal amount of the Programme from EUR 5,000,000,000 to EUR 7,000,000,000.”

5. CHANGES IN CLAUSE 8 OF THE PROSPECTUS “FORM OF THE FINAL TERMS”

- 5.1 The text in the heading of the Final Terms in clause 8 of the Prospectus “**Form of the Final Terms**” reading “(in the maximum principal amount up to EUR [5,000,000,000])” shall be amended as follows:

“in the maximum principal amount up to EUR [7,000,000,000]”

- 5.2 The text under the title “**Prohibition of Sales to Retail Investors in the United Kingdom**” shall be amended as follows:

“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 neither: (i) 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 European Union (Withdrawal) Act 2018 (**EUWA**); nor (ii) a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (**POATRs**). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of 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.]”

- 5.3 The text under the title “**UK MiFIR Product Governance**” shall be amended as follows:

“[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 point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**) (**professional client**); 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.]”

6. CHANGES IN CLAUSE 9 OF THE PROSPECTUS “DISTRIBUTION AND SELLING RESTRICTIONS”

- 6.1 The text under the title “**Prohibition of Sales to Retail Investors in the United Kingdom**” shall be amended as follows:

“Unless the Final Terms in respect of any Notes specifies “Prohibition of Sales to Retail Investors in the United Kingdom” as “Not Applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of this Prospectus as completed by the Final Terms to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression **retail investor** means a person who is neither:
- (i) 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 European Union (Withdrawal) Act 2018 (**EUWA**); nor
 - (ii) a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024; and

- (b) the expression **offer** includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to buy or subscribe for the Notes.

If the Final Terms in respect of any Notes specifies “Prohibition of Sales to Retail Investors in the United Kingdom” as “Not Applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Notes which are the subject of this Prospectus as completed by the Final Terms in relation thereto to the public in the United Kingdom except that it may make an offer:

- (A) at any time to any legal entity which is a qualified investor as defined in paragraph 15 of Schedule 1 to the POATRs;
- (B) at any time to fewer than 150 persons (other than qualified investors as defined in paragraph 15 of Schedule 1 to the POATRs) in the United Kingdom subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (C) at any time in any other circumstances falling within Part 1 of Schedule 1 to the POATRs.

For the purposes of this provision:

- (a) the expression **an offer of Notes to the public** in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to buy or subscribe for the Notes; and
- (b) the expression **POATRs** means the Public Offers and Admissions to Trading Regulations 2024.”

6.2 The text under the title “**The United Kingdom - Other Regulatory Restrictions**” shall be amended as follows:

“Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (a) in relation to any Notes which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;
- (b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and
- (c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.”

7. **CHANGES IN CLAUSE 11 OF THE PROSPECTUS “GENERAL INFORMATION”**

7.1 The text in paragraph 11.14 of clause 11 of the Prospectus “**General Information**” shall be amended as follows:

“**Approval of the Programme by the Issuer’s bodies.** The establishment of the Programme was approved by the Issuer’s Board of Directors on 4 February 2019 and the Issuer’s Supervisory Board on 19 February 2019. The Issuer’s Board of Directors approved on 12 October 2021 and the Issuer’s Supervisory Board on 22 November 2021 increasing the aggregate principal amount of the Programme from EUR 3,000,000,000 to EUR 4,000,000,000. The Issuer’s Board of Directors approved on 21 March 2023 and the Issuer’s Supervisory Board

on 31 March 2023 increasing the aggregate principal amount of the Programme from EUR 4,000,000,000 to EUR 5,000,000,000. The Issuer's Board of Directors approved on 9 December 2025 and the Issuer's Supervisory Board on 11 December 2025 increasing the aggregate principal amount of the Programme from EUR 5,000,000,000 to EUR 7,000,000,000."

8. CHANGES IN CLAUSE 14 OF THE PROSPECTUS "GLOSSARY"

8.1 In clause 14 of the Prospectus "**Glossary**", the definition of the term "Programme" shall be amended as follows:

"**Programme** means the debt securities issuance programme of up to EUR 7,000,000,000 under this Prospectus."

Prominent statement concerning the right of withdrawal:

- (a) a right of withdrawal is only granted to those investors who had already agreed to purchase or subscribe for the Notes before this Supplement was published and where the Notes had not yet been delivered to the investors at the time when the significant new factor, such as the information included in this Supplement, arose;**
- (b) based on the above and in accordance with Article 23(2) of the Prospectus Regulation, a statement about the period in which investors can exercise their right of withdrawal in respect of all issues of the Notes before this Supplement was published has lapsed because all offers of the Notes have been closed and all relevant Notes delivered to the investors before this Supplement was published; consequently, no investor has any right of withdrawal in connection with this Supplement; and**
- (c) in connection with the right of withdrawal or any other queries, the investors may contact the Issuer at its registered office.**

Issuer's Declaration

The Issuer declares that it is solely responsible for the information provided in this Supplement.

The Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of the knowledge of the Issuer, in accordance with the facts and contains no omission likely to affect its import.

In Bratislava, on 19 January 2026.

Tatra banka, a.s.