

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

7 October 2024



**Tatra banka, a.s.**

Title of the Notes: Europsky kryty dlhopis (premiovy) TB 07 splatny 2028

**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 500,000,000

ISIN: SK4000026043

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 Prospectus Supplement No. 1 dated 17 September 2024 was approved by the National Bank of Slovakia by its decision No. 100-000-769-330 to file No. NBS1-000-102-251 dated 19 September 2024 that become valid and binding on 20 September 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):	Covered Notes
ISIN (1.1):	SK4000026043
CFI (1.1):	DBFSFB
FISN (1.1):	Tatban/2.75 BD 20281009
Common Code (1.1)	291645674
Principal Amount (1.3):	EUR 100,000
Number of Securities (1.3):	5,000
Currency (1.4):	EUR
Name (1.5):	Europsky kryty dlhopis (premiovy) TB 07 splatny 2028
Aggregate Amount (1.6):	EUR 500,000,000
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. 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):	9 October 2024

**Clause 4: Status of obligations**

Status of obligations:	Obligations from the Covered Notes constitute direct, general, secured (covered), 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, similarly secured (covered), unconditional and unsubordinated liabilities 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 2.750% p. a. (the <b>Interest Rate</b> ).
Interest Payment Frequency (6.2):	Annually
Interest Payment Date(s) (6.2):	9 October
First Interest Payment Date (6.2):	9 October 2025
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**

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 9 October 2028 (the <b>Principal Amount Maturity Date</b> ), except that the Principal Amount Maturity Date may be extended on the bankruptcy, receivership or resolution of the Issue by no more than 12 months and then, subject to certain conditions, by additional 12 months, in any case in compliance with the statutory requirements for the extension of maturity (so called bullet extension) under Section 82 of the Act on Banks and other applicable regulations.
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**

Determination Date for the Payment of the Interest (8.4):	The 15th calendar day
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 498,115,000

**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) Commerzbank Aktiengesellschaft, with its registered office at Kaiserstraße 16, 60311 Frankfurt am Main, Germany; (ii) ING Bank N.V., with its registered office at Bijlmerdreef 106, 1102 CT Amsterdam, the Netherlands; (iii) Mediobanca – Banca di Credito Finanziario S.p.A., with its registered office at Piazzetta Cuccia 1, 20121 Milan, Italy; (iv) Natixis, with its registered office at 7, promenade Germaine Sablon, 75013 Paris, France and (v) 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 7 October 2024 for subscription of the Notes.
Issue Price in % on issuance:	99.798%
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:	2.804% p. a.
Prohibition of Sales to Retail Investors in the European Economic Area:	Applicable

Prohibition of Sales to Retail Investors in the United Kingdom:	Applicable
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**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:	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.

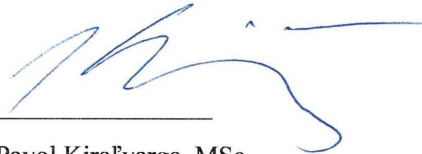
In Bratislava, on 7 October 2024.



Name: Ing. Milan Zvarik

Title: based on Power of Attorney

Tatra banka, a.s.



Name: Pavol Kiraľvarga, MSc

Title: based on Power of Attorney

Tatra banka, a.s.