



**TRANSLATION OF THE APPROVED SUPPLEMENT NO. 2
TO THE BASE PROSPECTUS DATED 10 APRIL 2024**

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 10 April 2024 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 which came into force on 18 April 2024 and was supplemented by supplement no. 1 dated 17 September 2024 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, which came into force on 20 September 2024 (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 District Court Bratislava 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 (the **Covered Notes**), (iii) subordinated notes (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) clause 4.4 of the Prospectus “Credit rating” and clause 7 of the Prospectus “Common Terms” with the revised credit rating of the Issuer provided by Moody's;
- (b) clause 4.14 of the Prospectus “Administrative, managing and supervising bodies” in respect of members of the supervisory board replacement;
- (c) clause 4.16 of the Prospectus “Financial information concerning the assets and liabilities, financial situation and profits and losses of the Issuer” and clause 12 of the Prospectus “Documents Incorporated by Reference” with information included in the interim separate financial statements of the Issuer for the 9 months ended 30 September 2024, and with the preliminary unaudited selected financial results of the Issuer on a consolidated basis for the year 2024; and
- (d) clause 6.2 of the Prospectus “Basic information about the Covered Notes” in relation to the statutory publications concerning the Cover Pool and the Covered Notes.

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/en/about-bank/economic-results/#issued_bonds as long as the Prospectus remains valid.

The Supplement is dated 4 February 2025.

The Prospectus shall be amended and supplemented as follows:

1. CHANGES IN CLAUSE 4 OF THE PROSPECTUS “INFORMATION ABOUT THE ISSUER”

1.1 In clause 4.4 of the Prospectus “**Credit rating**”, the text in the table titled “*Credit rating assigned by credit rating agency Moody's*” shall be amended as follows:

| | Credit rating |
|---------------------------|----------------------|
| Long-term deposit rating | A3 |
| Outlook | Positive |
| Short-term deposit rating | Prime-2 |
| Long-term issuer rating | Baa1 |
| Outlook | Positive |

1.2 In clause 4.14 of the Prospectus “**Administrative, managing and supervising bodies**”, the table under subtitle “*Members of the Supervisory Board of the Issuer*” shall be amended as follows:

| Name and surname | Position held |
|-------------------------|----------------------|
| Dr. Andrii Stepanenko | Chairman |
| JUDr. Tomáš Borec | Member |
| Mag. Andreas Gschwenter | Member |
| Ing. Iveta Uhrinová | Member |
| Dr. Hannes Mösenbacher | Member |
| Mgr. Iveta Medved'ová | Member |
| Ing. Peter Golha | Member |
| Marie Valerie Brunner | Member |

1.3 In clause 4.16 of the Prospectus “**Financial information concerning the assets and liabilities, financial situation and profits and losses of the Issuer**”, a new paragraph (d) shall be included after paragraph (c) as follows:

“(d) the interim separate financial statements of the Issuer for the 9 months ended 30 September 2024 prepared in accordance with IAS 34 as adopted by the EU.”

1.4 In clause 4.16 of the Prospectus “**Financial information concerning the assets and liabilities, financial situation and profits and losses of the Issuer**”, the fifth paragraph is supplemented at the end with the following text:

“The interim separate financial statements of the Issuer for the 9 months ended 30 September 2024 prepared in accordance with IAS 34 as adopted by the EU have not been audited by the auditor.”

1.5 In clause 4.16 of the Prospectus “**Financial information concerning the assets and liabilities, financial situation and profits and losses of the Issuer**”, a new paragraph with the following text shall be added after the fifth paragraph:

Preliminary selected financial results of the Issuer on a consolidated basis for the year 2024

| Profit & Loss statement in EUR thd. | 2024 | 2023 |
|--|----------------|----------------|
| Net Interest Income (incl. dividends) | 479 719 | 404 363 |
| Net Fee Income | 187 166 | 166 967 |

| | | |
|--|-----------------|-----------------|
| Net Trading Income | 41 399 | 40 803 |
| General Administrative Expenses | -304 076 | -273 394 |
| Other operating income | 1 549 | -864 |
| Impairment allowances for financial assets & provisions for commitments and guarantees | -25 762 | -29 597 |
| Other income | -1 508 | -7 396 |
| Taxes | -136 724 | -63 722 |
| Profit after tax | 241 763 | 237 160 |

| Selected Balance Sheet Items in EUR thd. | 2024 | 2023 |
|---|-------------|-------------|
| Total Assets | 20 903 480 | 22 231 147 |
| Deposits from Customers | 15 651 741 | 15 694 256 |
| Loans and Advances to Customers (net carrying amount) | 14 485 759 | 14 104 770 |

| Capital Ratio in % | 2024 | 2023 |
|---------------------------|-------------|-------------|
| Total Capital Ratio | 19,11% | 19,39% |

The preliminary selected financial results of the Issuer on a consolidated basis for the year 2024 were not audited by the auditor.

2. CHANGES IN CLAUSE 6 OF THE PROSPECTUS “BASIC INFORMATION ABOUT THE NOTES”

- 2.1 The text in the first paragraph in clause 6.2 of the Prospectus “**Basic information about the Covered Notes**” subsection “*Statutory publications concerning the Cover Pool and the Covered Notes*” shall be amended as follows:

“The nominal value of the Issuer’s liabilities from the Covered Notes (including the mortgage bonds) to third parties were EUR 915,000 thousand (EUR 912,186 thousand in book value) as of 30 September 2024. The total volume in nominal value of the issued Covered Notes (including the mortgage bonds) as of that date was EUR 1,885,000 thousand, while the remaining Covered Notes in the nominal amount of EUR 970,000 thousand (EUR 929,626 thousand in book value) were retained by the Issuer and were not sold to investors. The Issuer can use the retained Covered Notes as collateral at any time.”

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

- 3.1 Clause 18(d) of the Common Terms “**Credit Rating of the Issuer and Notes**” shall be amended as follows:

“Rating assigned to the Issuer by rating agency Moody's: long-term deposit rating: A3, short-term deposit rating: Prime-2, long-term issuer rating: Baa1, outlook: positive; [**Credit rating assigned to the Notes – selection of option from the Common Terms** – [The Notes are not rated.] or [It is expected that the Covered Notes will be rated [●] by Moody's's.] or [**Other information about the credit rating assigned to the Notes**].] Moody's entity assigning the rating the Notes will be a credit rating agency incorporated in the European Union and registered under the CRA Regulation.”

4. CHANGES IN CLAUSE 12 OF THE PROSPECTUS “DOCUMENTS INCORPORATED BY REFERENCE”

4.1 A new paragraph (d) shall be included after paragraph (c) as follows:

“(d) The interim separate financial statements of the Issuer for the 9 months ended 30 September 2024 prepared in accordance with IAS 34 as adopted by the EU is available at the following hyperlink:

<https://www.tatrabanka.sk/files/archiv/financne-ukazovatele/individualne-uctovne-zavierky/Priebeznaindividualnautovnazavierkak30.septembru2024.pdf> (Slovak language)

<https://www.tatrabanka.sk/files/en/about-bank/economic-results/individual-financial-statements/individual-financial-statements-as-30-september-2024.pdf> (English language)”

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 4 February 2025.

Tatra banka, a.s.