

## Final Terms

### 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 (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, as amended ("**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended (IDD), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

### PROHIBITION OF SALES TO RETAIL INVESTORS IN THE UK

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 ("**UK**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**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. 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 EUWA; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (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.

### MIFID II PRODUCT GOVERNANCE / ELIGIBLE COUNTERPARTIES AND PROFESSIONAL INVESTORS ONLY TARGET MARKET

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 eligible counterparties and professional clients only, each as defined in MiFID II; 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 MiFID II 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.

**Slovenská sporiteľňa, a.s.**

**Díhopisy SLSP Green SP USD FIX1 2029** (the "**Notes**")  
issued pursuant to the

**Multi Issuer EMTN Programme**

of

**Banca Comercială Română S.A., Česká spořitelna, a.s., Erste Bank Hungary Zrt., Erste Group Bank AG, Erste & Steiermärkische Bank d.d. and Slovenská sporiteľňa, a.s.**

Issue Price: 100.00 per cent.

Issue Date: 13 July 2022

Series No.: 24

Tranche No.: 1

## IMPORTANT NOTICE

These Final Terms have been prepared for the purpose of Article 8 of the Regulation (EU) 2017/1129, as amended and must be read in conjunction with the base prospectus consisting of separate documents (i.e. (i) the securities note dated 2 December 2021 (the "**Securities Note**") and (ii) the registration document of Slovenská sporiteľňa, a.s. (the "**Issuer**") dated 2 December 2021, and its supplement) (the "**Prospectus**") pertaining to the Multi Issuer EMTN Programme (the "**Programme**"). The Prospectus and any supplements thereto are available for viewing in electronic form on the Issuer's website ("[www.slsp.sk/en/investors/bonds](http://www.slsp.sk/en/investors/bonds)"). Full information on the Issuer and the Notes is only available on the basis of the combination of the Prospectus, any supplements thereto and these Final Terms.

## PART A. – TERMS AND CONDITIONS OF THE NOTES

This Part A. of the Final Terms shall be read in conjunction with the set of Terms and Conditions of the Notes that applies to Notes with a fixed interest rate (the "**Terms and Conditions**") and that is set forth in the Securities Note as Option I. Capitalised terms not otherwise defined in these Final Terms shall have the meanings specified in the Terms and Conditions of the Notes when used in these Final Terms.

All references in this Part A. of the Final Terms to sections and paragraphs are to sections and paragraphs of the Terms and Conditions of the Notes.

The blanks in the provisions of the Terms and Conditions of the Notes, which are applicable to the Notes shall be deemed to be completed by the information contained in these Final Terms as if such information were inserted in the blanks of such provisions. All provisions in the Terms and Conditions of the Notes corresponding to items in these Final Terms which are either not selected or completed or which are deleted shall be deemed to be deleted from the Terms and Conditions of the Notes applicable to the Notes.

### ISSUER, CURRENCY, DENOMINATION, FORM, CERTAIN DEFINITIONS (§ 1)

#### Issuer

- Erste Group Bank AG
- Banca Comercială Română S.A.
- Česká spořitelna, a.s.
  - issued in the Czech Republic
  - issued outside the Czech Republic
- Erste & Steiermärkische Bank d.d.
- Slovenská sporiteľňa, a.s.
- Erste Bank Hungary Zrt.

#### Currency and Denomination

Specified Currency	The United States dollar (" <b>USD</b> ")
Aggregate Principal Amount	USD 57,000,000
Aggregate Principal Amount in words	USD fifty-seven million
Specified Denomination	USD 200,000

#### Form of the Notes

- Bearer form, (non-digital) Global Note
- Bearer form, digital global note pursuant to §§ 1 (4) and 24 lit e of the Austrian Securities Depository Act, as amended
- Domestic Notes form governed by Romanian law, registered form (book entry, dematerialised, nominative) (in Romanian "*obligațiuni corporative, guvernate de legea română, sub formă de întregistrare (prin înscriere în cont, dematerializate, nominative)*")
- Book-entry notes (in Czech "*zaknihované dluhopisy*") under the Czech Act on Bonds (Act No. 190/2004 Coll., as amended) issued as book-entry securities
- Certificated notes (in Czech "*listinné dluhopisy*") which are issued to the order of the respective Holder under the Czech Act on Bonds (Act No. 190/2004 Coll., as

amended) and which are represented by the Global Note which is an immobilised security

- Dematerialised registered book-entry notes (in Croatian "*nematerijalizirani vrijednosni papiri na ime*") issued as dematerialised registered book-entry securities
- Book-entry notes (in Slovak "*zaknihované cenné papiere*") issued in bearer form (in Slovak "*na doručiteľa*")
- Dematerialised registered securities (in Hungarian "*dematerializált, névre szóló értékpapírok*")

#### **Business Day**

- Specified Currency is Euro
- Specified Currency is not Euro
  - Relevant Financial Centres London, New York
  - TARGET

#### **STATUS (§ 2)**

- Preferred Senior Notes
- Non-Preferred Senior Notes
- Subordinated Notes

#### **INTEREST (§ 3)**

- Fixed Rate Notes (Option I)**
  - Interest Commencement Date 13 July 2022
  - Rate of Interest 5.00 per cent. *per annum*
  - Short or long first or last Interest Period short first coupon
  - Regular interest payments semi-annually
  - Interest Payment Dates 13 December and 13 June in each year
  - First Interest Payment Date 13 December 2022
  - Last Interest Payment Date 13 December 2029
  - Day Count Fraction
    - Actual/Actual (ICMA)  
Determination Date(s)
    - Actual/Actual (ISMA/Hungarian Bonds)
    - Actual/365 (Fixed)
    - Actual/360
    - 30/360, 360/360 or Bond Basis
    - 30E/360 or Eurobond Basis
- Floating Rate Notes (Option II)**
- Fixed to Fixed Rate Notes (Option III)**
- Fixed to Floating Rate Notes (Option IV)**

## **PAYMENTS (§ 4)**

### Business Day Convention

- Following Business Day Convention (unadjusted)
- Modified Following Business Day Convention (adjusted)
- Following Business Day Convention (adjusted)
- Modified Following Business Day Convention (unadjusted)
- Preceding Business Day Convention (unadjusted)
- Preceding Business Day Convention (adjusted)

## **REDEMPTION (§ 5)**

### **Redemption at Maturity**

Maturity Date 13 December 2029

**Early Redemption at the Option of the Issuer** no

**Early Redemption for Regulatory Reasons** yes

Minimum Notice Period 30 calendar days

Maximum Notice Period 90 calendar days

**Early Redemption following an MREL disqualification event (§ 5 (3)(a)(ii))** no

**Early Redemption for Reasons of Taxation** yes

Minimum Notice Period 30 calendar days

Maximum Notice Period 90 calendar days

## **PAYING AGENT AND CALCULATION AGENT (§ 6)**

- Principal Paying Agent
  - Erste Group Bank AG
  - Banca Comercială Română S.A.
  - Česká spořitelna, a.s.
  - Slovenská sporiteľňa, a.s.
  - Erste Bank Hungary Zrt.
  - Other
- Additional or other Fiscal and/or Paying Agent and specified office(s)
- Calculation Agent
  - Erste Group Bank AG
  - Banca Comercială Română S.A.
  - Česká spořitelna, a.s.
  - Slovenská sporiteľňa, a.s.
  - Erste & Steiermärkische Bank d.d.
  - Erste Bank Hungary Zrt.

Other

**Notices (§ 10)**

Website where Notices will be published

[www.sisp.sk/en/investors/bonds](http://www.sisp.sk/en/investors/bonds)

Notices be sent directly to the Holders

no

**NO AMENDMENT OF THE TERMS AND CONDITIONS (§ 11)**

Applicable

Not applicable

**APPLICABLE LAW, PLACE OF JURISDICTION AND ENFORCEMENT (§ 12)**

Governing Law

German law (save for the provisions of § 2 which shall be governed by Austrian law)

Austrian law

Romanian law

Croatian law

Slovak law

Czech law

Hungarian law

## PART B. – OTHER INFORMATION

### ESSENTIAL INFORMATION

#### Interests of Natural and Legal Persons Involved in the Issue or the Offering

Save for the commercial interests of the Manager, so far as the Issuer is aware, no person involved in the issue or offering of the Notes has an interest material to the issue or the offering.

- Other Interests, including conflicts of interest

#### Use of Proceeds

The net proceeds will be allocated by the Issuer to Eligible Green Projects as set out in the Erste Group Sustainable Finance Framework.

#### Estimated net amount of the proceeds

USD 56,373,570 (equivalent to All-in price of 98.901%)

### INFORMATION CONCERNING THE SECURITIES TO BE OFFERED OR ADMITTED TO TRADING

#### Securities Codes

- |   |              |
|---|--------------|
| <input checked="" type="checkbox"/> ISIN            | SK4000021242 |
| <input type="checkbox"/> Common Code                | -            |
| <input type="checkbox"/> German Security Code (WKN) | -            |
| <input type="checkbox"/> Any Other Security Code    | -            |

#### Issue Yield

5.00 per cent. *per annum* (in case there is no early redemption).

#### Issue charge

Not applicable

Representation of debt security holders including an identification of the organisation representing the investors and provisions applying to such representation. Indication of where the public may have access to the contracts relating to these forms of representation

Not applicable

Resolutions, authorisations and approvals by virtue of which the Notes will be created and/or issued

The issue of the Notes was authorised pursuant to the framework decision of the Issuer's Board of Directors dated 30 November 2021.

### PLACING AND UNDERWRITING

#### Method of Distribution

- Non-Syndicated
- Syndicated

#### Details with regard to the Manager (including the type of commitment)

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> Manager                 | ING Bank N.V., Foppingadreef 7, 1102 BD Amsterdam, The Netherlands |
| <input type="checkbox"/> Firm Commitment                    |  |
| <input checked="" type="checkbox"/> Without Firm Commitment |  |

- Stabilising Manager

Not applicable

## LISTING, ADMISSION TO TRADING AND DEALING ARRANGEMENTS

### Listing

Yes

- Vienna - Official Market
- Bucharest - Spot Regulated Market
- Budapest - Regulated Market
- Prague - Regulated Market
- Bratislava - Regulated Market
- Zagreb - Official Market

### Expected Date of Admission

13 July 2022

Estimate of the total expenses related to the admission to trading EUR 3,500

## ADDITIONAL INFORMATION

### Rating

It is expected that the Notes will be rated as follows:

A2 by Moody's Deutschland GmbH

### Selling Restrictions

- TEFRA C
- Non-TEFRA

Additional Selling Restrictions

Not applicable

Signed on behalf of the Issuer

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By:  
Róbert Herbec  
Duly authorised

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By:  
Richard Košecký  
Duly authorised