

Slovenská sporiteľňa, a.s.

(Incorporated as a stock corporation in the Slovak Republic under registered number 00 151 653)

This document constitutes a registration document, as supplemented from time to time (the "**Registration Document**") for the purpose of Article 8 of the Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") in relation to Slovenská sporiteľňa, a.s. (the "**Issuer**" or "**Slovenská sporiteľňa**") and has been drawn up in accordance with Annex 6 of the Commission Delegated Regulation (EU) 2019/980, as amended.

This Registration Document has been approved by the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*, the "**FMA**") in its capacity as competent authority pursuant to Article 20 of the Prospectus Regulation in conjunction with the Austrian Capital Market Act 2019 (*Kapitalmarktgesetz 2019*) and, within its validity of 12 months after its approval, forms part of any base prospectus of the Issuer consisting of separate documents within the meaning of Article 8(6) of the Prospectus Regulation. The FMA only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Registration Document.

Prospective investors should have regard to the risk factors described under the section headed "**1. Risk Factors**" in this Registration Document. This Registration Document does not describe all of the risks regarding the Issuer, but the Issuer believes that all material and specific risks relating to it have been described.

This Registration Document gives information with regard to the Issuer and its subsidiaries and participations taken as a whole (the "**SLSP Group**") which, according to the particular nature of the Issuer, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuer.

SLOVENSKÁ 
sporiteľňa

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DOCUMENTS INCORPORATED BY REFERENCE

Incorporation by reference pursuant to Article 19(1) of the Prospectus Regulation

This Registration Document should be read and construed in conjunction with the following parts of the following documents which are incorporated by reference into this Registration Document and which have been filed with the FMA:

Document/Heading	Page reference in the relevant financial report
Slovak language version of the Audited Consolidated Financial Statements of the Issuer prepared in accordance with IFRS for the year ended 31 December 2023 – Annual Report 2023 (the "Audited Consolidated Financial Statements 2023")¹	
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¹ The officially signed Slovak language versions of the Issuer's audited consolidated financial statements for the relevant financial years that are and will be incorporated by reference into this Registration Document are solely legally binding and definitive.

² The English language translations of the audited consolidated financial statements of the Issuer for the relevant financial years that are and will be incorporated by reference into this Registration Document for convenience purposes only are not legally binding.

Slovak language version of the Audited Consolidated Financial Statements of the Issuer prepared in accordance with IFRS for the year ended 31 December 2024 – Annual Report 2024 (the "Audited Consolidated Financial Statements 2024")¹

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Slovak language version of the Condensed Unaudited Interim Consolidated Financial Statements of the Issuer prepared in accordance with IAS 34 for the half of the year ended 30 June 2025 (the "Unaudited Interim Consolidated Financial Statements as of 30 June 2025")³

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³ The officially signed Slovak language versions of the Issuer's unaudited interim consolidated financial statements for any relevant financial period that are and will be incorporated by reference into this Registration Document are solely legally binding and definitive.

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Slovak language version of the Unaudited Interim Separate Financial Statements of the Issuer for the 9-month accounting period ended 30 September 2025 prepared in accordance with IAS 34 (the "Unaudited Interim Separate Financial Statements as of 30 September 2025")³

Condensed Interim Separate Statement of Income (<i>Skrátený priebežný individuálny výkaz ziskov a strát</i>)	3
Condensed Interim Separate Statement of Comprehensive Income (<i>Skrátený priebežný individuálny výkaz ostatných súčastí komplexného výsledku</i>)	4
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⁴ The English language translations of the unaudited interim consolidated financial statements of the Issuer for any relevant financial period that are and will be incorporated by reference into this Registration Document for convenience purposes only are not legally binding.

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Condensed Interim Separate Statement of Income	3
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For the avoidance of doubt, such parts of (i) the annual reports 2023 and 2024; (ii) the Unaudited Interim Consolidated Financial Statements as of 30 June 2025; and (iii) the Unaudited Interim Separate Financial Statements as of 30 September 2025, which are not explicitly listed in the tables above, are not incorporated by reference into this Registration Document as these parts are either not relevant for the investor or covered elsewhere in this Registration Document.

Any information not listed above but included in the documents incorporated by reference is given for information purposes only.

Such parts of the documents which are explicitly listed above and which are incorporated by reference pursuant to Article 19(1) of the Prospectus Regulation shall be deemed to be incorporated in, and form part of this Registration Document, save that any statement contained in such a document shall be deemed to be modified or replaced for the purpose of this Registration Document to the extent that a statement contained in this Registration Document modifies or replaces such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part of this Registration Document.

Incorporation by reference pursuant to Article 19(1b) of the Prospectus Regulation

In accordance with Article 19(1b) of the Prospectus Regulation and in addition to the above, the following information shall be incorporated by reference in, and form part of, this Registration Document as and when it is published during the twelve-month period of validity of the respective base prospectus on the Issuer's website "www.slsk.sk/en/investors/bonds":

- the following sections of the Slovak language version of the Audited Consolidated Financial Statements of the Issuer prepared in accordance with IFRS for the year ended

31 December 2025 – Annual Report 2025 (the "**Audited Consolidated Financial Statements 2025**")¹:

- Independent Auditor's Report
(*Správa nezávislého audítora*)
 - Consolidated Statement of Income
(*Konsolidovaný výkaz ziskov a strát*)
 - Consolidated Statement of Comprehensive Income
(*Konsolidovaný výkaz komplexného výsledku*)
 - Consolidated Statement of Financial Position
(*Konsolidovaný výkaz o finančnej situácii*)
 - Consolidated Statement of Changes in Equity
(*Konsolidovaný výkaz zmien vo vlastnom imaní*)
 - Consolidated Statement of Cash Flows
(*Konsolidovaný výkaz peňažných tokov*)
 - Notes to the Consolidated Financial Statements
(*Poznámky ku konsolidovaným účtovným výkazom*)
- the following sections of the English language translation of the Audited Consolidated Financial Statements of the Issuer prepared in accordance with IFRS for the year ended 31 December 2025 – Annual Report 2025²:
 - Independent Auditor's Report
 - Consolidated Statement of Income
 - Consolidated Statement of Comprehensive Income
 - Consolidated Statement of Financial Position
 - Consolidated Statement of Changes in Equity
 - Consolidated Statement of Cash Flows
 - Notes to the Consolidated Financial Statements
 - the following sections of the Slovak language version of the Condensed Unaudited Interim Consolidated Financial Statements of the Issuer prepared in accordance with IAS 34 for the half of the year ended 30 June 2026 (the "**Unaudited Interim Consolidated Financial Statements as of 30 June 2026**")³:
 - Condensed Interim Consolidated Statement of Income
(*Skrátený priebežný konsolidovaný výkaz ziskov a strát*)
 - Condensed Interim Consolidated Statement of Comprehensive Income
(*Skrátený priebežný konsolidovaný výkaz komplexného výsledku*)
 - Condensed Interim Consolidated Statement of Financial Position
(*Skrátený priebežný konsolidovaný výkaz o finančnej situácii*)
 - Condensed Interim Consolidated Statement of Changes in Equity
(*Skrátený priebežný konsolidovaný výkaz zmien vo vlastnom imaní*)
 - Condensed Interim Consolidated Statement of Cash Flows
(*Skrátený priebežný konsolidovaný výkaz peňažných tokov*)
 - Notes to the Condensed Interim Consolidated Financial Statements
(*Poznámky ku skrátenej priebežnej konsolidovanej účtovnej závierke*)
 - the following sections of the English language translation of the Unaudited Interim Consolidated Financial Statements as of 30 June 2026⁴:
 - Condensed Interim Consolidated Statement of Income
 - Condensed Interim Consolidated Statement of Comprehensive Income

- Condensed Interim Consolidated Statement of Financial Position
- Condensed Interim Consolidated Statement of Changes in Equity
- Condensed Interim Consolidated Statement of Cash Flows
- Notes to the Condensed Interim Consolidated Financial Statements
- the following sections of the Slovak language version of the Unaudited Interim Separate Financial Statements of the Issuer for the 9-month accounting period ended 30 September 2026 prepared in accordance with IAS 34 (the "**Unaudited Interim Separate Financial Statements as of 30 September 2026**")³:
 - Condensed Interim Separate Statement of Income
(*Skrátený priebežný individuálny výkaz ziskov a strát*)
 - Condensed Interim Separate Statement of Comprehensive Income
(*Skrátený priebežný individuálny výkaz komplexného výsledku*)
 - Condensed Interim Separate Statement of Financial Position
(*Skrátený priebežný individuálny výkaz o finančnej situácii*)
 - Condensed Interim Separate Statement of Changes in Equity
(*Skrátený priebežný individuálny výkaz zmien vo vlastnom imaní*)
 - Condensed Interim Separate Statement of Cash Flows
(*Skrátený priebežný individuálny výkaz peňažných tokov*)
 - Comparison of Quarterly Results
(*Porovnanie štvrťročných výsledkov*)
 - Notes to the Condensed Interim Separate Financial Statements
(*Poznámky ku skrátenej priebežnej individuálnej účtovnej závierke*)
- the following sections of the English language translation of the Unaudited Interim Separate Financial Statements as of 30 September 2026⁴:
 - Condensed Interim Separate Statement of Income
 - Condensed Interim Separate Statement of Comprehensive Income
 - Condensed Interim Separate Statement of Financial Position
 - Condensed Interim Separate Statement of Changes in Equity
 - Condensed Interim Separate Statement of Cash Flows
 - Comparison of Quarterly Results
 - Notes to the Condensed Interim Separate Financial Statements

For the avoidance of doubt, such parts of (i) the Audited Consolidated Financial Statements 2025 (as soon as published on the Issuer's website); (ii) the Unaudited Interim Consolidated Financial Statements as of 30 June 2026 (as soon as published on the Issuer's website); as well as (iii) the Unaudited Interim Separate Financial Statements as of 30 September 2026 (as soon as published on the Issuer's website), which are not explicitly listed in the tables above, are not incorporated by reference into this Registration Document as these parts are either not relevant for the investor or covered elsewhere in this Registration Document.

Any information not listed above but included in the documents incorporated by reference is given for information purposes only.

Such parts of the documents which are explicitly listed above and which will be incorporated by reference after the date of this Registration Document pursuant to Article 19(1b) of the Prospectus Regulation shall be deemed to be incorporated in, and form part of this Registration Document, save that any statement contained in this Registration Document or a document incorporated by reference pursuant to Article 19(1) of the Prospectus Regulation shall be deemed to be modified or replaced for the purpose of this Registration Document to the extent that a statement contained in a document incorporated by reference after the date of this Registration Document pursuant to Article 19(1b) of the Prospectus Regulation modifies or replaces such earlier statement contained in this Registration Document.

Document or a document incorporated by reference pursuant to Article 19(1) of the Prospectus Regulation (whether expressly, by implication or otherwise). Any statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part of this Registration Document.

DOCUMENTS AVAILABLE FOR INSPECTION

Electronic versions of the following documents will be available on the Issuer's website under "www.slsp.sk" (see also the links set out below in brackets):

- (i) the Audited Consolidated Financial Statements 2023 incorporated by reference into this Registration Document
("https://cdn0.erstegroup.com/content/dam/sk/slsp/www_slsp_sk/documents/financne-ukazovatele/vyrocnna-sprava-slovenska-sporitelna-2023.pdf");
- (ii) the English language translation of the Audited Consolidated Financial Statements of the Issuer prepared in accordance with IFRS for the year ended 31 December 2023 incorporated by reference into this Registration Document
("https://cdn0.erstegroup.com/content/dam/sk/slsp/www_slsp_sk/en/annual-reports/annual-report-slovenska-sporitelna-2023.pdf");
- (iii) the Audited Consolidated Financial Statements 2024 incorporated by reference into this Registration Document
("https://cdn0.erstegroup.com/content/dam/sk/slsp/www_slsp_sk/documents/financne-ukazovatele/vyrocnna-sprava-slovenska-sporitelna-2024.pdf");
- (iv) the English language translation of the Audited Consolidated Financial Statements of the Issuer prepared in accordance with IFRS for the year ended 31 December 2024 incorporated by reference into this Registration Document
("https://cdn0.erstegroup.com/content/dam/sk/slsp/www_slsp_sk/en/annual-reports/annual-report-slovenska-sporitelna-2024.pdf");
- (v) the Unaudited Interim Consolidated Financial Statements as of 30 June 2025 incorporated by reference into this Registration Document
("https://cdn0.erstegroup.com/content/dam/sk/slsp/www_slsp_sk/documents/financne-ukazovatele/priebezna-konsolidovana-uctovna-zavierka-slsp-k-30062025.pdf");
- (vi) the English language translation of the Unaudited Interim Consolidated Financial Statements as of 30 June 2025 incorporated by reference into this Registration Document
("https://cdn0.erstegroup.com/content/dam/sk/slsp/www_slsp_sk/en/financne-ukazovatele/interim-consolidated-financial-statements-30062025.pdf");
- (vii) the Unaudited Interim Separate Financial Statements as of 30 September 2025 incorporated by reference into this Registration Document
("https://cdn0.erstegroup.com/content/dam/sk/slsp/www_slsp_sk/documents/financne-ukazovatele/priebezna-individualna-uctovna-zavierka-slsp-k-30092025.pdf?_gl=1*4ei659*_gcl_au*MTk4MTczMTUyMS4xNzYyMzUwNzg5*FPAU*MTk4MTczMTUyMS4xNzYyMzUwNzg5");
- (viii) the English language translation of the Unaudited Interim Separate Financial Statements as of 30 September 2025 incorporated by reference into this Registration Document
("https://cdn0.erstegroup.com/content/dam/sk/slsp/www_slsp_sk/en/financne-ukazovatele/interim-separate-financial-statements-30092025.pdf");
- (ix) this Registration Document and any supplement to this Registration Document
("https://cdn0.erstegroup.com/content/dam/sk/slsp/www_slsp_sk/documents/dlhopisy/slsp-registration-document-mip-web-2025.pdf")
("www.slsp.sk/en/investors/bonds");
- (x) any securities note relating to securities issued or to be issued by the Issuer and any supplement thereto

- ("www.slsp.sk/en/investors/bonds"); and
- (xi) the Issuer's articles of association
- ("https://www.slsp.sk/content/dam/sk/slsp/www_slsp_sk/documents/footer-pdfs/stanovy_slovenskej_sporitelne-en.pdf").

SUPPLEMENT TO THIS REGISTRATION DOCUMENT

The Issuer is obliged by the provisions of the Prospectus Regulation that if there is a significant new factor, material mistake or material inaccuracy relating to the information included in this Registration Document which may affect the assessment of the securities issued or to be issued and which arises or is noted between the time when this Registration Document is approved and the closing of the offer period or the time when trading on a regulated market begins, whichever occurs later, the Issuer shall prepare a supplement to this Registration Document. In addition, the Issuer may be requested to include a consolidated version of the Registration Document in an annex to the supplement (Article 23(6) of the Prospectus Regulation) for use in connection with any subsequent offering of the securities issued or to be issued and shall supply to the FMA and the stock exchange operating any markets such number of copies of such supplement to this Registration Document or such consolidated Registration Document as relevant applicable legislation require.

SOURCES OF INFORMATION

Statistical and other data provided in this Registration Document has been extracted from (i) the website of Moody's Deutschland GmbH ("**Moody's**") ("www.moody.com"); (ii) the Audited Consolidated Financial Statements 2024 and the English language translation of the annual report thereon; (iii) the Audited Consolidated Financial Statements 2023 and the English language translation of the annual report thereon; (iv) the Unaudited Interim Consolidated Financial Statements as of 30 June 2025; and (v) the Unaudited Interim Separate Financial Statements as of 30 September 2025. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading.

FORWARD-LOOKING STATEMENTS

This Registration Document contains certain forward-looking statements. A forward-looking statement is a statement that does not relate to historical facts and events. They are based on analyses or forecasts of future results and estimates of amounts not yet determinable or foreseeable. These forward-looking statements can be identified by the use of terms and phrases such as "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "will" and similar terms and phrases, including references and assumptions. This applies, in particular, to statements in this Registration Document containing information on future earning capacity, plans and expectations regarding the Issuer's business and management, its growth and profitability, and general economic and regulatory conditions and other factors that affect it.

Forward-looking statements in this Registration Document are based on current estimates and assumptions that the Issuer makes to the best of its present knowledge. These forward-looking statements are subject to risks, uncertainties and other factors which could cause actual results, including the Issuer's financial condition and results of operations, to differ materially from and be worse than results that have expressly or implicitly been assumed or described in these forward-looking statements. The Issuer's business is also subject to a number of risks and uncertainties that could cause a forward-looking statement, estimate or prediction in this Registration Document to become inaccurate. Accordingly, investors are strongly advised to read the following sections of this Registration Document: "*1. Risk Factors*" and "*2. Slovenská sporiteľňa, a.s.*". These sections include more detailed descriptions of factors that might have an impact on the Issuer's business and the markets in which it operates.

In light of these risks, uncertainties and assumptions, future events described in this Registration Document may not occur.

RESPONSIBILITY STATEMENT

The Issuer, with its registered office at Tomášikova 48, 832 37 Bratislava, Slovak Republic, is responsible for the information given in this Registration Document.

The Issuer hereby declares that, to the best of the knowledge of the Issuer, the information contained in this Registration Document is in accordance with the facts and makes no omission likely to affect its import.

1. RISK FACTORS

Prospective investors should consider carefully the risks set forth below and the other information contained in this Registration Document prior to making any investment decision with respect to any securities issued or to be issued. Prospective investors should note that the risks described below are not the only risks the Issuer faces. The Issuer has described only those risks relating to its business, operations, financial condition or prospects that it considers to be material and specific and of which it is currently aware. There may be additional risks that the Issuer currently considers not to be material and specific or of which it is not currently aware, and any of these risks could have the effects set forth below.

Prospective investors should also read the detailed information set out elsewhere in this Registration Document and should consult with their own professional advisers (including their financial, accounting, legal and tax advisers) and reach their own views prior to making any investment decision.

Each of the Issuer related risks highlighted below could have a material adverse effect on the Issuer's business, operations, financial condition or prospects which, in turn, could have a material adverse effect on the amount of principal and interest (if applicable) which investors will receive in respect of any securities issued or to be issued. In addition, each of the Issuer related risks highlighted below could adversely affect the trading price of the securities issued or to be issued or the rights of investors under the securities issued or to be issued and, as a result, investors could lose some or all of their investment.

The Issuer believes that the following factors may affect its ability to fulfil its obligations under securities issued or to be issued. Most of these factors are contingencies which may or may not occur. Below the Issuer expresses its view on the likelihood of any such contingency occurring as of the date of this Registration Document.

The Issuer believes that the factors described below represent the principal risks inherent in investing in the securities issued or to be issued, but the inability of the Issuer to pay interest, principal or other amounts on or in connection with any securities issued or to be issued may occur for other reasons which may not be considered significant risks by the Issuer based on information currently available to it or which it may not currently be able to anticipate.

The risk factors herein are organised into the following categories below depending on their nature. In each of the following categories the most material risk factors are listed in a manner that is consistent with the assessment of their materiality.

1.1 CREDIT RISKS

The Issuer may in the future continue to experience deterioration in credit quality, in particular as a result of financial crises or economic downturns.

The Issuer is, and may in the future continue to be, exposed to the risk that its borrowers may not repay their loans according to their contractual terms as well as that the security or income stream securing the payment of these loans may be insufficient.

Deterioration in the credit quality provided by the Issuer and increases in non-performing loans may result in increased risk costs for the Issuer. Its risk costs are based on, *inter alia*, its analysis of current and historical probabilities of default and loan management methods and the valuation of primary assets and expected available income of clients, as well as other management assumptions. The analyses and assumptions of the Issuer may prove to be inadequate, especially in the situation of slowing down or decline of economic growth and rising unemployment, and may lead to inaccurate predictions of loans repayments.

Customers may experience shortages of raw material or steep increases of prices in raw material and energy due to a worsening geopolitical situation, whether in Europe or in the Middle East. This could have a material negative impact on the business and the creditworthiness of the Issuer's clients and may result in higher risk costs for the Issuer. In addition, disrupted supply chains or economic sanctions may lead to a substantial increase in energy or commodity prices, which, if of longer duration, could result in a recession in the Slovak Republic, which might have a material impact on the Issuer's business and its economic results.

The Issuer may experience economic disruptions, which may have negative effects on the Issuer and its clients.

As of the date of this Registration Document, the European Central Bank ("ECB") has declared that most indicators suggest that inflation will stabilize permanently close to the ECB's two percent medium-term objective. However, in the case of the Slovak Republic, the level of inflation continues to move above the desired values, which may subsequently result in increased risks on the part of the Issuer. As a result of higher prices and increased inflation expectations, the Slovak economy may slip into a stagflationary trajectory in the medium to long term. A negative impact on the Issuer and the economy of the Slovak Republic may primarily result from the ongoing military conflict in Ukraine, an increased level of protectionist trade policy by the USA, the conflict in the Middle East, consolidation measures by the Slovak government, and the impact of the discussed increases in defence spending, with these events potentially causing imbalances and overall economic uncertainty, which could hinder both global and Slovak economic growth and prosperity. A worsening economic situation, which would also be reflected in the labour market in the form of an increased unemployment rate, may subsequently have a negative impact on the Issuer through an increased rate of defaults of loans provided to clients of the Issuer, as well as weaker business results of the Issuer, and thus have a negative impact on the Issuer's ability to meet its obligations under the securities issued or to be issued.

The risk of economic recession or stagnation amid continuously rising prices (stagflation) remains elevated in the coming quarters because economic activity may be affected by lower aggregate demand, including reduced household consumption due to consolidation measures, which are negatively impacting households' disposable income.

The sustainability of the public finances of the Slovak Republic has deteriorated significantly in recent years, also due to exceptional events (the corona virus SARS-CoV-2 ("COVID-19") pandemic or the energy crisis). If the Slovak government will not continue with consolidation measures to an appropriate extent, the rating agencies may proceed to worsen the rating of the Slovak Republic, and investors may lose confidence in the state's ability to repay its obligations. Servicing the national debt can thus become significantly more expensive, which would have an indirect negative impact on the Issuer's financing on the financial markets, either in the form of increased costs or a lack of financing.

The effect of the economy and legislative changes in the Slovak Republic may have a material adverse effect on the Issuer's economic performance.

Economic results of the Issuer are influenced, in addition to the Issuer's own business decisions, by financial conditions and economic developments in the Slovak Republic. External factors and risks (e.g. deterioration of trade relations with partner economies), as well as any other negative developments in the Slovak economy, increasing debt, inflation, unemployment or legislative changes in the financial market, including additional changes in the taxation of the commercial sector or banks (e.g. a special levy for the banking sector, a financial transaction tax or higher corporate income tax), may have a material adverse effect on the Issuer's economic results, as the majority of its income is generated in the Slovak Republic. The future development of the Issuer's assets, financial and profit position also depends on the future tax framework, both at the local and EU levels.

The Issuer may also be negatively affected by lower profitability of its corporate clients, who will not be able to pass on higher costs for the procurement of goods and services to higher prices for their products, and their competitiveness and profitability will decrease. Additional risks in the corporate segment arise from higher costs for companies due to the introduction of a financial transaction tax, as well as from higher taxation of companies with a turnover of over EUR 5 million. In the event of a deterioration in asset quality, the Issuer will have to create higher provisions in accordance with applicable accounting standards, which will subsequently have a negative impact on its profitability. Any future change in legislation, case law and administrative procedures may negatively affect the Issuer's assets and its financial and profit position.

The Issuer's economic results are subject to credit conditions in the client sector and may be lower or negative.

Credit conditions in the client sector are dependent to a large extent on factors which are beyond the control of the Issuer (such as economic climate, regulatory changes and competition). The deterioration of credit conditions across the Issuer's client base or in a particular segment, such as in the consumer loans sector, could result in more debtors to be unable to repay their loans according to their contractual terms and consequently lead to an increase of non-performing loans (NPLs) of the Issuer. Since a significant portion of the Issuer's loan portfolio is funded from client deposits, any loss of confidence

of its clients and depositors in the economy in general or specifically in the banking market and the Issuer can have a significant negative effect on the Issuer and its economic results and prospects. Due to these circumstances, the Issuer may not be able to generate profit and its economic results may be negative.

The potential increasing unemployment rate could also lead to an increased number of non-performing loans and losses arising from commercial and consumer loans unrelated to real estate financing of the Issuer.

1.2 BUSINESS RISKS

The Issuer is exposed to the operational risk.

The Issuer is also exposed to operational risks, such as the risk of the Issuer's loss, negative impact on its business, financial position or prospects resulting from the failure or inadequacy of internal processes or systems or from external events (such as external infrastructure failures and external fraud). The Issuer is exposed, *inter alia*, to (a) the risk of mismanagement of financial services, including failure to act in the best interests of the client; (b) the risk of a faulty delivery of product or transaction to the client or failure to fulfil a contractual obligation; (c) the risk arising from information and communication technologies or their failure, including the risk of unauthorised transactions, operational errors, increased regulatory risks as a result of new legal requirements in the area of cybersecurity and digital operational resilience (e.g. DORA), as well as risks arising from vulnerabilities or shortcomings in the process of identification, protection, detection, response and recovery of incidents, administrative errors, hardware or software errors, and data storage errors, including cloud services (taking into account the high number of transactions executed by the Issuer, it may happen that abuses or errors can be made or repeated before they are detected or remedied); (d) the risk of fraud by employees or third parties; (e) the compliance risk, including the risk that the Issuer will be subject to restrictions on its business, a fine or additional reporting requirements in the event of non-compliance with applicable laws, rules, regulations and the like; and (f) the legal risk as a secondary risk if some of the above risks materialise because in that case, the Issuer may be the subject of requirements or claims alleging non-compliance with contractual or statutory duties.

The Issuer is exposed to the risk that it may not have sufficient required liquidity to fulfil current or future payment obligations.

The Issuer relies on customer deposits to meet a substantial portion of its funding requirements. The majority of deposits with the Issuer are retail deposits, a significant proportion of which are on-demand deposits. These deposits are subject to fluctuation due to factors beyond the Issuer's control (such as inadequate market liquidity or market disruption or a loss of confidence of depositors in either the banking sector in general or the Issuer specifically or as a result of the war in Ukraine or the situation in the Middle East), and the Issuer may experience a significant outflow of deposits within a short period of time. Since a significant portion of the Issuer's funding comes from its deposit base, any material decrease in deposits could have an adverse effect on the Issuer's liquidity unless appropriate measures are taken, which may not be possible under economically advantageous terms and conditions, if at all.

Global conditions may in different ways have a material adverse effect on the Issuer.

The Issuer is directly and through its clients connected to the global financial system and dependent on exchange rates, financial asset prices, commodities prices and liquidity flows. Geopolitical uncertainties may impact financial markets, trade and so the Issuer's clients. The main risks seem to be currently connected with the Russia-Ukraine war, conflict in the Middle East, relations with China (both in the United States of America and the European Union ("EU")), and high total debt levels in China and in some European countries. In case of risk materialisation, this may impact financial markets, global growth and the Issuer's clients. Additionally, the situation in the Middle East remains fragile and has potential for further escalation with the risk for higher commodity prices and lower trade volume. An escalation of the conflict could lead to higher prices and weaker global growth, which would affect the loan growth and risk costs of the Issuer.

Protectionism like customs and trade barriers as well as nationalism are on the rise worldwide and multilateral institutions and policymaking are under constant attack from nationalist forces.

Monetary policy of the ECB in the future will depend on inflation and due to these unprecedented policies could vary from the foreseen path in either direction fast and without prior notice. Variations in monetary policy may also result in an increased volatility in debt and foreign exchange markets. Global monetary policy might have helped to build significant overvaluation in various asset classes such as equity, real

estate and bonds and prices of these assets may become subject to swift and material correction in future which would also affect the Issuer due to doing business in such asset classes.

The Issuer is subject to environmental, social and governance (ESG) risks.

Climate change is a risk for the Issuer as a credit institution and for its clients. The Issuer's business may be affected by climate risks including extreme weather events resulting in weather related disaster losses. Increase in temperature might have negative consequences on certain industries (e.g. agriculture, winter-tourism) thus deteriorating the credit rating of some clients of the Issuer.

Furthermore, more and more investors might reject investments into companies that do not prioritise tackling the climate changes. This could also happen with investors in the Issuer's notes if the Issuer or Erste Group (as defined in "2.2 Background – Erste Group" below) is not actively avoiding its own greenhouse gas emissions, or due to the fact that the Issuer is offering financings to clients which contribute to climate change.

The EU Commission continues its approach in respect of climate change with the initiative "Sustainable Finance" and it may well come up with further legal requirements to transform the European economy to carbon dioxide (CO₂) neutrality. This might negatively impact Issuer's clients through exclusion of industries dependent on fossil fuel or the introduction of a special carbon dioxide (CO₂) tax, thus deteriorating the credit quality of Issuer's clients.

Competition on the Slovak banking market may have a significant negative effect on the Issuer's financial condition and results of operations.

The Issuer faces competition from other banking entities offering similar services as the Issuer. If the Issuer fails to succeed in this competition, the results of its activities may be adversely affected. The Issuer faces strong competition in the Slovak Republic from other major Slovak credit institutions owned by major international groups, several local players and increasingly from the side of fintech companies with innovative solutions.

The Issuer's ability to compete effectively will depend on the ability of its businesses to adapt quickly to market and industry trends. If the Issuer fails to compete effectively, or if governmental action in response to financial crises or economic downturns results in it being placed at a competitive disadvantage, the Issuer's business, financial condition and results of operations may be adversely affected.

The Issuer is exposed to the risk of decline in the value of real estate used as collateral to cover the Issuer's receivables.

As of the date of this Registration Document, the real estate market in the Slovak Republic has experienced a slight recovery in demand (compared to the end of 2024). Thanks to gradually decreasing interest rates on new housing loans, household demand for these loans has revived, which subsequently has a positive impact on the growth of demand for real estate, as well as on their prices. In the event of unexpected events that would cause a decrease in real estate prices, whether residential or commercial, this would pose certain risks to the Issuer's loan portfolio. Similarly, losses may also occur due to deficiencies in collateral management. If these risks were to materialize, this could have a negative impact on the Issuer's business, financial condition, results of operations and prospects.

The Issuer's transactions and investment activities may be affected as a result of market fluctuations.

The Issuer enters into investment and business transactions on the bond, stock, money and derivative markets. When entering into these transactions the Issuer makes and will continue to make estimates related to these markets and their further development. Income generated by the Issuer from these transactions depends on the development of market prices as a consequence of many factors beyond the Issuer's control (e.g. consequences of global economic and financial crisis, adverse development on global financial markets, downgrade of ratings of financial institutions due to deterioration in economic results or current market conditions). If market prices are moving contrary to the Issuer's expectations, it may result in losses and subsequently have an adverse effect on the Issuer's economic results and, in severe cases, on the Issuer's ability to perform its obligations under any securities issued or to be issued.

The Issuer's risk management strategies and internal control procedures may expose it to unidentified or unanticipated risks.

The Issuer's risk management techniques and strategies have not been and may in the future not be fully effective in mitigating the Issuer's risk exposures in all economic market conditions and environments or against all types of risks, including risks that it fails to identify or anticipate. Furthermore, regulatory audits or other regular reviews of the risk management procedures and methods have revealed in the past and may reveal in future weaknesses or deficiencies in risk management systems of the Issuer. Some of quantitative tools and metrics for risk management of the Issuer are based on its use of observed historical market behaviour. The Issuer applies statistical and other tools to these observations to arrive at quantifications of risk exposures. These risk management tools may fail to anticipate future significant risk exposures under certain exceptional market disruption conditions (e.g. financial crisis or world trade disruption). In addition, the Issuer's quantitative modelling does not take all risks into account and is based on numerous assumptions regarding the overall environment, which may or may not prove to be correct. As a result, risk exposures have arisen and could continue to arise from factors not anticipated or incorrectly evaluated in the Issuer's statistical models.

This has limited and could continue to limit the Issuer's ability to manage its risks, mainly the high indebtedness of some European countries and the uncertain economic growth of the Eurozone. If such circumstances arise that the Issuer did not identify, anticipate or correctly evaluate in developing its statistical models, its losses could be higher than the maximum losses envisaged under its risk management systems. Furthermore, the quantifications do not take all risks or market conditions into account. If the measures used to assess and mitigate risks prove insufficient, the Issuer may experience material unanticipated losses, which could have a material adverse effect on its business, financial position and results of activities.

The Issuer is dependent on outsourcings to Erste Group's companies and external (chain) service providers.

The Issuer has outsourced the majority of its IT operations to Erste Group's central IT provider Erste Digital GmbH, which in return has contracted external IT (sub-)providers. In addition, the Issuer has outsourced business process related support services to mainly Erste Group owned companies. The contractually compliant performance of the outsourced services by Issuer's contractual partners is essential for the Issuer's business abilities and its ability to generate profits. Breach of these agreements could therefore have a material adverse effect on Issuer's business activities.

A damage to Issuer's reputation could have a negative impact on its business activities (reputational risk).

The reputation of the Issuer and its subsidiaries and participations is a key factor in Issuer's business activities. Damage to the reputation of the Issuer among its customers, lenders, employees, business partners or its social environment in general could have a material adverse effect on Issuer's net assets and financial results, which would also indirectly have a material adverse effect on Issuer's ability to fulfil its obligations in connection with the securities issued or to be issued.

1.3 LEGAL AND REGULATORY RISKS

Changes in consumer protection laws and the application or interpretation of such laws might limit the fees and other pricing terms and conditions that the Issuer may charge for certain banking services and might also allow customers to claim back some of those fees already paid in the past.

Changes in consumer protection laws or the interpretation of consumer protection laws by courts or governmental authorities could limit the fees that the Issuer may charge for the provision of some of its products and services and thereby result in lower commission income. Moreover, as new laws and amendments to existing laws are adopted, these laws may be interpreted inconsistently or applied or changed or interpreted in a manner that is more restrictive. The Issuer has been a party to a number of civil and regulatory proceedings initiated by customers, administrative authorities or consumer protection agencies and associations. The legal proceedings mainly relate to allegations that certain contractual provisions, particularly in respect of consumer loans, violate mandatory consumer protection laws and regulations. These allegations relate to the enforceability of certain fees as well as contractual provisions for the adjustment of interest and currency exchange rates. Moreover, any such changes in consumer protection laws or the interpretation of such laws by courts or governmental authorities could impair the Issuer's ability to offer certain products and services or to enforce certain contractual

provisions and reduce the Issuer's net commission income and have an adverse effect on its operating results.

The Issuer is subject to the risk of changes in the tax framework, in particular regarding banking and transaction tax.

The future development of the Issuer's assets, financial and profit position, *inter alia*, depends on the tax and levy framework. Every future change in legislation, case law and the tax authorities' administrative procedures and practice and other relevant public authorities may negatively impact the Issuer's assets, financial and profit position, for example, as a result of additional changes in the taxation of banks in Slovakia (for example, banking tax, transaction tax and higher corporate tax).

Slovak law and legislation continue to develop, which may create an uncertain environment for the Issuer's investment and business activities.

The legal infrastructure and the law enforcement system in the Slovak Republic are less developed compared to those in some Western European countries. In some circumstances, it may not be possible to obtain legal remedies to enforce contractual or other rights in a timely manner or at all. The lack of legal certainty or the inability to obtain effective legal remedies in a timely manner or at all may have a material adverse effect on the Issuer's business, results of activities or financial position. In the Slovak Republic, there may be fewer judges who specialise in complex matters involving investments in securities compared to judges in Western European countries. Therefore, the matters brought before the Slovak courts may be subject to delays and may not be conducted in a manner similar to more developed legal systems and may, as a result, lead to delays in proceedings or losses on investments.

New governmental and regulatory requirements and changes of adequate capitalisation could in the future subject the Issuer to increased capital, volume of liabilities eligible to meet MREL requirements as well as liabilities due to liquidity situation.

There are numerous ongoing initiatives for developing new, implementing, amending and more strictly enforcing existing regulatory requirements applicable to European credit institutions, including the Issuer, at national as well as international level. Such initiatives which aim to continuously enhance the banking regulatory framework, *inter alia*, include the following:

– *SREP Requirements*

The Issuer is subject to the requirements of the Supervisory Review and Evaluation Process (the "**SREP**") stipulated in the Act No. 483/2001 Coll. on Banks and on Amendment of Certain Other Acts, as amended (the "**Slovak Act on Banks**"), implementing Articles 97, 98, 104(1) and 113 of Directive 2013/36/EU, as amended (the "**CRD**"), and Article 16 of the Council Regulation (EU) No 1024/2013 of 15 October 2013 conferring specific tasks on the ECB concerning policies relating to the prudential supervision of credit institutions as amended (SSM Regulation) within the meaning of the amendments set out in the annual SREP process by the ECB. According to the business model, governance and risk management, capital adequacy and the liquidity situation of the Issuer, each year the ECB, as competent authority in case of the Issuer, sets an individual additional own funds requirement for the Issuer. These requirements also take into account results from the latest stress tests and needs to be met by the sort of capital (CET 1, AT1, Tier 2 capital) set by the ECB. Depending on the Issuer's situation, SREP requirements may vary annually. Increasing second tier requirements could trigger additional pressure on the capitalisation of the Issuer.

– *Bank Recovery and Resolution Legislation (BRRD)*

On European level, the recovery and resolution framework consists of the Directive 2014/59/EU, as amended (*Bank Recovery and Resolution Directive - "**BRRD**"*) and the Regulation (EU) 806/2014, as amended (*Single Resolution Mechanism Regulation - "**SRMR**"*). The BRRD has been implemented into the legal order of the Slovak Republic by Act No. 371/2014 Coll. on the resolution of crisis situations on the financial market, as amended (Crisis Situation Resolution Act).

Measures undertaken under the BRRD may have a negative effect on debt instruments by allowing resolution authorities to order the write-down of such instruments or convert them into instruments of ownership. The Issuer may be subject to resolution tools and other powers as set out under the SRMR.

The adoption of the Directive (EU) 2019/879 ("**BRRD II**") and Regulation (EU) 2019/877 ("**SRMR II**") have introduced several changes regarding existing requirements such as that the minimum requirement for own funds and eligible liabilities ("**MREL**") is based on the total risk

exposure amount ("**TREA**") and the leverage ratio exposure measure ("**LRE**") instead of being based upon total liabilities and own funds (TLOF). SRMR II / BRRD II have also adopted new requirements such as internal MREL for non-resolution entities that are part of a resolution group or sale restrictions of subordinated eligible liabilities to retail. Furthermore, SRMR II / BRRD II specify the MREL eligibility of instruments and establish additional requirements in resolution and recovery planning.

The recovery and resolution framework introduces, *inter alia*, new levels of application of the requirements, since the "resolution group" levels are not identical to the prudential scope of consolidation, as defined by the CRR, and reflect the specific objectives and methods applicable in the recovery framework. The resolution group, consisting of resolution entity and subsidiaries that are not themselves resolution entities, is relevant for determining the level of application of the rules on loss absorption and recapitalisation capacity that institutions should comply with, and defines the entry point where the desired resolution tools (e.g. bail-in) are applied.

Furthermore, the application of resolution tools depends on the preferred resolution strategy – a multiple-point-of-entry ("**MPE**") or a single-point-of-entry ("**SPE**"). Under the MPE strategy different resolution groups with resolution entities are defined and more than one group entity may be resolved. Under the SPE strategy, only one group entity, usually the parent company, i.e. Erste Group, is resolved whereas other group entities, usually operating subsidiaries such as Slovenská sporiteľňa, are not put in resolution, but upstream their losses and recapitalization needs to the entity to be resolved. Under the MPE resolution strategy the resolution entity is Slovenská sporiteľňa which means that the losses are recognised at SLSP Group level and the bail-in takes place at Slovenská sporiteľňa level. In this case Slovenská sporiteľňa has to issue external (extra group) MREL eligible liabilities. The resolution plans (including resolution strategy and MREL decisions) are drawn up, assessed and approved in the resolution college on a regular basis and pose a potential regulatory risk to SLSP Group. Recovery plans, resolution plans and MREL decisions will be adopted in respect of Slovenská sporiteľňa's resolution group and updated from time to time. Requirements and obligations laid out in the aforementioned plans pose potential regulatory risk to SLSP Group.

Erste Group received the joint decision of the Single Resolution Board ("**SRB**") and national resolution authorities selecting the MPE approach which forms separate resolution groups out of Erste Group's core subsidiaries in Central and Eastern Europe ("**CEE**"). The MPE strategy is subject to the implementation of the measures to mitigate the risk of contagion, to ensure that enough loss absorbing capacity is available at the level of each resolution group and to ensure operational continuity and separability in case of a resolution event.

The MREL is set by the relevant resolution authorities on (sub)consolidated level and individual level, considering among others the preferred resolution strategy (see above). Latest binding MREL decisions communicated in 2025 are based on SRMR II / BRRD II and are expressed as percentage of TREA and as percentage of LRE which have to be met simultaneously.

With the termination of the transitional period as of 31 December 2023, binding MREL requirements as of 1 January 2024 have been provided to credit institutions. Updated binding MREL requirements were provided in June 2025.

On 18 April 2023, the European Commission has adopted a proposal to adjust and further strengthen the EU's existing bank crisis management and deposit insurance ("**CMDI**") framework, aiming to improve the crisis tools used to manage the failure of banks and give resolution authorities even more effective tools to ensure that, when a crisis occurs and when financial stability is at stake, depositors, are sufficiently protected. The core part of this reform is made up of three legislative proposals amending the BRRD, the SRMR and the Deposit Guarantee Schemes Directive (Directive 2014/49/EU). One part of the CMDI review consisting of amendments to the Regulation (EU) 2022/2036 (so called "Daisy Chain Regulation") was adopted with a fast-track procedure through an amending directive (Directive (EU) 2024/1174, so called "Daisy Chain Directive") by the European Parliament and the Council and was published in the Official Journal of the European Union. This amending directive entered into force and is applicable since 14 November 2024. In June 2025, the EU Council and the European Parliament reached a political agreement on the key aspects of the CMDI framework review. They are expected to finalize the legal text at the technical level and reconvene to endorse the final version.

– *EU Banking Reform Package*

On 27 October 2021, the European Commission proposed amendments to CRR and CRD, that were largely based on international standards adopted by the Basel Committee on Banking Supervision and are known as the Basel standards ("**Basel IV**"). The final legal texts were published in the Official Journal of the EU on 19 June 2024 and entered into force twenty days later. Most of these new rules are applicable since 1 January 2025 (with multi-year transitional periods for the output floor (a measure to ensure a minimum threshold for the capital requirements calculated using internal models) and some other provisions, and the implementation of the fundamental review of the trading book (FRTB) which has been deferred to 2027) and are aimed to ensure that EU banks become more resilient to potential future economic shocks, while contributing to Europe's recovery from the COVID-19 pandemic and the transition to climate neutrality. This CRR amendments comprise the legislative elements from the Basel IV framework implementing a set of new prudential treatments in particular imposing a more risk sensitive standardised approaches for credit, market and operational risk while introducing further restrictions on the use of internal models.

The introduction of the output floor is one of the most impactful changes under the amended CRR. The amended CRD introduces further enhancements, including the integration of environmental, social and governance (ESG) factors and crypto-assets into risk management.

The obligation to comply with, implement and monitor these new regulatory (capital) provisions and requirements, and the resulting uncertainty, may have a negative impact on Slovenská sporiteľňa's business, financial condition and results of operations.

– *Minimum Requirement for Own Funds and Eligible Liabilities (MREL)*

In order to ensure the effectiveness of bail-in and other resolution tools, institutions (such as the Issuer) have to meet an individual MREL requirement, to be calculated (based on current legislation) as a percentage of TREA and as a percentage of LRE set by the relevant resolution authority.

In June 2025, the resolution council, in its capacity as a national resolution authority in the Slovak Republic, notified the Issuer about its MREL requirement which was set in a joint decision with the Erste Group resolution authority, i.e. the SRB, and calibrated on the balance sheet data as of 31 December 2023.

The Issuer as the resolution entity of the Slovak resolution group, which consists of the Issuer, LANED a.s and SLSP Social Finance, s.r.o., must comply with MREL requirements published on the Issuer's website. The Issuer is not subject to any subordination requirement. The final MREL requirement will be recalibrated every year by the resolution authority. As of the date of this Registration Document, no firm conclusions can be made regarding the potential future capital requirements and their impact on the Issuer's MREL requirement.

Further, any future regulatory change may expose the Issuer to additional costs and liabilities which may require the Issuer to change its business strategy or otherwise have a negative impact on its future business, the offered products and services as well as the value of its assets. The Issuer may not be able to increase its eligible capital (or its capital ratios) sufficiently or on time. If the Issuer is unable to increase its capital ratios sufficiently and/or comply with other regulatory requirements, its credit rating may drop and/or its cost of funding may increase, and/or the competent authorities may impose fines, penalties or other regulatory measures.

New and more detailed legal and regulatory requirements in the anti-money laundering ("AML") EU legal framework could result in additional operational costs and resources and subject Slovenská sporiteľňa to legal or regulatory sanctions.

The EU AML package comprises the following elements:

- an AML regulation;
- a 6th EU AML Directive ("**AMLD6**");
- a regulation establishing an EU AML supervisory authority ("**AMLA**"); and
- a revision of the funds transfer regulation.

The AML regulation applies to, *inter alia*, credit institutions and sets out detailed rules on e.g. the internal policies, procedures and controls, groupwide requirements, customer due diligence and reporting

obligations. The comprehensive requirements relating to adequate resources in the compliance functions could result in additional costs for Slovenská sporiteľňa.

The AMLD6 outlines the maximum amount of fines that can be imposed for breaches or failure to comply with applicable laws, rules, regulations or related internal rules. However, the exact amount of the fine will be determined by the Slovak authorities.

The AMLA will have the power to impose administrative sanctions, including business activity restrictions or fines, if entities directly supervised by the AMLA fail to comply with applicable laws, rules, regulations, or related internal rules. Entities, such as Slovenská sporiteľňa, which are not directly supervised by the AMLA, will remain under the supervision of national financial market authorities and may be subject to fines imposed by them.

The AMLA will be empowered to interpret the new rules contained in the AML package through regulatory instruments. However, until the establishment of the AMLA and the commencement of technical work on the regulatory instruments, there may be legal uncertainty in the EU regarding the interpretation of some of the rules contained in the AML package.

1.4 FURTHER RISKS RELATING TO THE ISSUER

The Issuer's shareholder may be able to control shareholder actions.

As of the date of this Registration Document, 100.00% of the shares in the Issuer were attributed to Erste Group Bank AG. Erste Group Bank AG has the right to appoint two members of the Issuer's supervisory board who were not delegated by the employees' council.

Erste Group Bank AG will be able to exert the influence on the outcome of any shareholder vote and may be able to control the outcome of most decisions of the Issuer requiring shareholder approval.

Failure to properly handle potential conflicts of interest of members of the Issuer's executive bodies could have negative effects on the Issuer.

Members of the Issuer's management board and supervisory board may serve on management or supervisory boards of other companies (other than a member of Erste Group), including other banks, customers of and investors in the Issuer which may also compete directly or indirectly with the Issuer. Holding directorships of that kind may expose such persons to potential conflicts of interest if the Issuer maintains active business relations with said companies. Failure to properly manage potential conflicts of interest of such persons could have a material adverse effect on the Issuer's business, financial position and results of operations.

Credit rating agencies may suspend, downgrade or withdraw a credit rating of Slovenská sporiteľňa and/or Erste Group Bank AG as parent company and/or the Slovak Republic, and such action could negatively affect the refinancing conditions for Slovenská sporiteľňa, in particular access to debt capital markets.

A credit rating constitutes an opinion of a credit rating agency on the creditworthiness of the Issuer, i.e. an indicator of likelihood of a possible loss due to insolvency, delay in payments or incomplete payments to investors. It cannot be considered as a recommendation to buy, hold or sell the securities issued or to be issued by the Issuer.

A credit rating agency may downgrade, suspend or withdraw a credit rating assigned to the Issuer. A credit rating may also be suspended or withdrawn if the Issuer were to terminate the agreement with the relevant credit rating agency or to determine that it would not be in its interest to continue to provide financial data to the credit rating agency. A downgrading of the credit rating may lead to a restriction of access to funds for the Issuer, and consequently to higher refinancing costs of the Issuer. A credit rating of the Issuer could also be adversely affected by the soundness or perceived soundness of other financial institutions.

Similarly, the credit rating of the Slovak Republic could also be downgraded, suspended or withdrawn or negative information or prospects regarding the Slovak Republic and/or the parent company Erste Group Bank AG could be published, which could result in the increased costs of the Issuer's funding.

2. SLOVENSKÁ SPORITEL'ŇA, A.S.

2.1 INTRODUCTION

Legal name: Slovenská sporiteľňa, a.s.
Registered office: Tomášikova 48, 832 37 Bratislava, Slovak Republic
Identification No.: 00 151 653
LEI: 549300S2T3FWVWXWJI89
Telephone: +421 2 486 21111
Website: www.slsk.sk

The information provided on the Issuer's website does not form part of this Registration Document, unless that information is incorporated by reference into this Registration Document (please see "*Documents Incorporated by Reference*" above).

The Issuer is a credit institution with a long banking tradition in the Slovak Republic, whose activity beginnings date back to the 19th century. In modern history it was initially part of Československá štátna sporiteľňa, which was established in 1953. In 1969, it started to operate independently as Slovenská štátna sporiteľňa, š.p.ú. The changes after 1989, which were also reflected in the liberalisation of the financial sector, caused it to face increasing competitive pressures over time. In 1990, it acquired a universal banking license and expanded its services to the segments of institutional clients and commercial entities. In 1994, it was transformed into a private joint-stock company, which created the Issuer in its current legal form under the commercial name Slovenská sporiteľňa, a.s.

Since 1 April 1994 the Issuer has been registered in the commercial register of the District Court of Bratislava I, Slovak Republic, Section: Sa, Insert No.: 601/B. The Issuer is a private joint-stock company, incorporated in the Slovak Republic and established for an indefinite period of time and it carries out its business in compliance with Slovak law, mainly in accordance with the Act No. 513/1991 Coll., Commercial Code, as amended and the Slovak Act on Banks.

The Issuer holds a Slovak banking licence and is a Slovak credit institution under the Slovak Act on Banks.

2.2 BACKGROUND

Erste Group

The Issuer is part of Erste Group. Erste Group is one of the largest and most important banking groups focusing on retail and corporate clients in CEE. Erste Group consists of Erste Group Bank AG (the parent company) and its individual subsidiaries included in the consolidation of Erste Group Bank AG according to its direct or indirect share in them. The most significant members of Erste Group are credit institutions in the following CEE countries, i.e. Austria (Erste Bank der oesterreichischen Sparkassen AG), Czech Republic (Česká spořitelna, a.s.), Slovak Republic, Romania (Banca Comercială Română S.A.), Hungary (Erste Bank Hungary Zrt.), Croatia (Erste & Steiermärkische Bank d.d.), Serbia (Erste Bank a. d. Novi Sad) as well as the group of Austrian savings banks and others (the "**Erste Group**"). The Issuer has been a member of Erste Group since 2001.

The parent company of the Issuer is Erste Group Bank AG, with its registered office at Am Belvedere 1, 1100 Vienna, Republic of Austria, FN 33209m and holds a 100.00% share in the registered capital and the voting rights of the Issuer. The Issuer is dependent on Erste Group Bank AG.

Shareholdings of the Issuer in other Slovak and Foreign Entities

The table below presents the selected companies with a significant direct and indirect share of the Issuer as of 30 September 2025, whereas the subsidiaries of the Issuer are fully consolidated, and the associates of the Issuer are consolidated "at equity" method:

Entity	Main business activity	Registered capital (in EUR)	Issuer's share
Subsidiaries:			
LANED a.s.	Real estate	11,520,390	100.00%

SLSP Seed Starter, s.r.o.	Investments into start-ups	500,000	100.00%
SLSP Social Finance, s.r.o.	Advisory services	5,050,000	60.40%
Procurement Services SK, s.r.o.	Procurement	6,500	51.00%
Associates:			
Prvá stavebná sporiteľňa, a. s. ⁽¹⁾	Banking	66,500,000	9.98%
Slovak Banking Credit Bureau, s.r.o.	Retail credit register	9,958	33.33%
Holding Card Service s.r.o.	Equity release	873,180,000 ⁽²⁾	21.78%
Monilogi s.r.o.	Cash handling	2,250,000	28.00%
Dostupný Domov j.s.a. ⁽³⁾	Real estate rent	7,681,000	49.94%
Dostupný Nájom j.s.a. ⁽³⁾	Real estate rent	3,609	49.88%

Notes:

- (1) The Issuer holds, pursuant to the shareholders' agreement with Erste Group Bank AG, a 35.00% share in voting rights of Prvá stavebná sporiteľňa, a.s.; in case of other companies, the amount of the Issuer's share in the registered capital is identical to the share in voting rights.
- (2) The figure is in Czech Crowns, exchange rate EUR/CZK: 24.335 as of 30 September 2025.
- (3) Affiliated company of SLSP Social Finance, s.r.o.

2.3 SHARE CAPITAL OF SLOVENSKÁ SPORITEĽŇA

The Issuer's registered capital of EUR 212,000,000 consists of 212,000 registered ordinary shares with unlimited transferability.

The table below presents the particulars of the shares issued by the Issuer:

Particulars of shares	Description
Class of security:	ordinary shares
Type:	registered
Form:	book-entry security maintained by the Slovak Central Securities Depository
Manner of issue:	private offer
ISIN:	SK1110002799
Principal amount:	EUR 1,000
Quantity:	212,000 shares
Aggregate amount of the issue:	EUR 212,000,000
Purpose of issue:	shares form the registered capital
Description of rights associated with them:	the right to participate in the management of the Issuer, profits and liquidation balance and voting rights
Amount outstanding:	paid-up
Listing:	shares are not admitted for trading on any regulated market

2.4 ARTICLES OF ASSOCIATION

The Issuer's objectives and purposes are set out in Article 3 (*Purpose of the Issuer's business*) of its current articles of association and read in particular as follows:

- receiving deposits;
- providing loans;
- domestic and cross-border payments and settlement, issuing and managing electronic money;
- provision of investment services, investment activities, and supplementary services according to the Act No. 566/2001 Coll. on securities and investment services (hereinafter referred to as the

Slovak Securities Act) in the extent set forth in point 2 of the Article of Association, and investing in securities on its own account;

- (e) proprietary trading in: 1. financial instruments of the financial market in Slovak Crowns and in foreign currencies, including currency exchange, 2. financial instruments of the capital market in Slovak Crowns and in foreign currencies, 3. precious metals coins, commemorative bank notes and commemorative coins, sheets of bank notes and series of coins in circulation;
- (f) client receivables management on his account, including related advisory activities;
- (g) financial leasing;
- (h) issuing guarantees, opening and confirmation of letters of credit;
- (i) issuing and management of payment instruments;
- (j) advisory services in the field of entrepreneur activities;
- (k) issuing of securities, participation in issuing of securities and providing related services;
- (l) performing activities of independent financial agent in sectors insurance or reinsurance;
- (m) safekeeping other items;
- (n) safety deposit rental services;
- (o) providing bank information;
- (p) special mortgage transactions pursuant to § 67 par. 1 of the Slovak Banking Act;
- (q) performing the function of depositary;
- (r) processing of bank notes, coins, commemorative bank notes and commemorative coins.

2.5 BORROWING AND FUNDING STRUCTURE

There have been no material changes in the Issuer's borrowing and funding structure since the Issuer's last financial year.

2.6 EXPECTED FINANCING OF THE ISSUER'S ACTIVITIES

The Issuer's funding and liquidity profile reflects and will reflect a business model that primarily focuses and will focus on retail and corporate customer business in the Slovak Republic. Accordingly, the Issuer's main funding sources, in order of significance, are customer deposits, issued debt securities and interbank deposits.

2.7 BUSINESS OVERVIEW

Principal Business Activities

The Issuer's scope of business includes banking activities performed on the basis of a banking licence granted to the Issuer in compliance with the Slovak Act on Banks. The banking activities performed by the Issuer are listed in its articles of association, are registered as the scope of business in the commercial register and are carried out in compliance with the applicable generally binding legal regulations.

The principal products and services offered by the Issuer to its clients include residential loans, consumer loans, mortgage loans, investment loans, current accounts, term deposits, payment services and also electronic banking services.

The Issuer has an extensive commercial network, which, as of 30 September 2025, consisted of 164 branches. Employees at 4 regional commercial centres and at the head office are available to the Issuer's clients.

Retail Segment

The key segment that the Issuer focuses on in its range of products and services are the services to the general public, sole traders and independent entrepreneurs. The main products for these clients are mortgage loans, consumer loans, current and savings accounts, term deposits, investment products, payment cards and other payment services, as well as electronic banking services. The Issuer also provides its clients with insurance products.

Corporate Segment

This segment includes a number of business activities and services related to corporate clients (broken down by turnover) and also includes public sector entities as follows:

- Small and Medium Enterprises (SME) includes small and medium-sized enterprises with an annual turnover of EUR 1 million up to 75 million. The main products for clients of this segment are investment loans, overdrafts, bridge loans, loans for utilising EU funds, leasing, factoring, current accounts, term deposits and electronic banking services.
- Large Corporates (LC) comprising of former Local Large Corporate Clients and former Group Large Corporate Clients. Local Large Corporate Clients includes businesses with annual turnover over EUR 75 million. The main products for these clients are loans, payment services, trade finance and transaction banking. Group Large Corporate Clients are clients whose consolidated turnover on the markets where Erste Group operates usually exceeds EUR 500 million or which are transnational companies.
- Public Sector includes the public sector itself, consisting of ministries, state funds and agencies, higher territorial units, cities, municipalities, public organizations such as non-financial state and municipal organizations and also non-profit sector including non-profit organizations, churches, political parties, humanitarian organizations, trade unions, and the like.
- Commercial Real Estate (CRE) includes real estate clients and investors who are engaged in generating revenue on the real estate market, which mainly consists of construction, sale, rental, project development, and the like. The main products offered to these clients are investment loans and development loans.

Asset and Liability Management, Local Corporate Centre and Free capital

This segment covers activities related to the management of the balance sheet, the securities investment portfolio management, activities related to the issuance of debt securities as well as the responsibility for methodological setting of internal transfer prices. This segment also reports about the transformation margin, as well as reported non-client activities, centrally controlled activities, reconciliation differences in accounting and free capital defined as the difference between average IFRS equity and average equity allocated to individual segments.

Group Markets Segment

This segment includes activities related to trading, market services and transactions with financial institutions.

Principal Markets

The Issuer provides its services and performs its banking operations mostly on the domestic market in the Slovak Republic.

Information regarding New Products/Services

Digitalization has been one of the main areas of interest of the Issuer for a long time. The goal of digitalization of processes in the branch network is the unification of signing both cash and cashless operations through a tablet and the relief of branches from service requirements, thanks to which branch employees have more time to serve and advise clients. Therefore, the Issuer had to modify several processes to make the tablet the only digital signature tool. Also in 2024, the Issuer aimed to focus its attention on optimizing, simplifying or speeding up processes of distance selling and continue to increase digital sales.

2.8 CREDIT RATINGS

Moody's has assigned the following credit ratings to the Issuer at the request and with the cooperation of the Issuer in the credit rating process:

Type	Rating
Long-term Local and Foreign Currency Deposit Ratings	A2, stable outlook
Short-term Local and Foreign Currency Deposit Ratings	P-1
Long-term Issuer Ratings	A2, stable outlook

Senior Unsecured Regular Bond/Debenture Ratings	A2, stable outlook
Counterparty Risk Rating	A1/P-1
Counterparty Risk Assessment (Long-term/Short-term)	A1/P-1
Baseline Credit Assessment	Baa2
Adjusted Baseline Credit Assessment	Baa1
Covered Bonds Rating	Aaa

According to the rating symbols and definitions as published by Moody's ("www.moodys.com"), the above credit ratings have the following meanings:

'Aaa' – Obligations rated 'Aaa' are judged to be of the highest quality, subject to the lowest level of credit risk.

'A' – Obligations rated 'A' are judged to be upper-medium grade and are subject to low credit risk.

'Baa' – Obligations rated 'Baa' are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics.

Note: Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

'P-1' – Issuers (or supporting institutions) rated 'Prime-1' have a superior ability to repay short-term debt obligations.

'Outlook' – A Moody's rating outlook is an opinion regarding the likely rating direction over the medium term. Rating outlooks fall into four categories: Positive (POS), Negative (NEG), Stable (STA), and Developing (DEV). Outlooks may be assigned at the issuer level or at the rating level. Where there is an outlook at the issuer level and the issuer has multiple ratings with differing outlooks, an "(m)" modifier to indicate multiple will be displayed and Moody's written research will describe and provide the rationale for these differences. A designation of RUR (Rating(s) Under Review) indicates that an issuer has one or more credit ratings under review, which overrides the outlook designation. A designation of RWR (Rating(s) Withdrawn) indicates that an issuer has no active credit ratings to which an outlook is applicable. Rating outlooks are not assigned to all rated entities. In some cases, this will be indicated by the display NOO (No Outlook).

A stable outlook indicates a low likelihood of a credit rating change over the medium term. A negative, positive or developing outlook indicates a higher likelihood of a credit rating change over the medium term. A credit rating committee that assigns an outlook of stable, negative, positive, or developing to an issuer's credit rating is also indicating its belief that the issuer's credit profile is consistent with the relevant credit rating level at that point in time.

More detailed information on the credit ratings can be retrieved on the Issuer's website ("www.slsp.sk/en/information-about-bank/investors/ratings"). General information regarding the meaning of the credit rating and the qualifications which have to be observed in connection therewith can be found on the website of Moody's ("www.moodys.com").

Moody's has its registered office at An der Welle 5, D-60322 Frankfurt am Main in Germany.

Moody's is registered under the Regulation (EC) No 1060/2009, as amended ("**CRA Regulation**") as registered credit rating agency. The European Securities and Markets Authority publishes on its website ("www.esma.europa.eu") a list of credit rating agencies registered and certified in accordance with the CRA Regulation. That list shall be updated within five working days following the adoption of a decision under Articles 16, 17 or 20 of the CRA Regulation. The European Commission publishes that updated list in the Official Journal of the EU within 30 days following the updates.

2.9 RECENT EVENTS

There are no recent events particular to the Issuer which are to a material extent relevant to an evaluation of the Issuer's solvency.

2.10 TREND INFORMATION

Macroeconomic conditions, the market environment, as well as legislation and regulation valid for financial institutions in the Slovak Republic and the Eurozone have an impact on the Issuer and its

business. Trends, uncertainties, requirements, liabilities or events that could reasonably be considered to have an impact on its prospects in the financial year 2025 are potential risks and material and negative impacts related to (i) the deterioration in the credit quality and increases of the non-performing loans (relatively higher the inflation and deterioration of credit conditions); (ii) increase of the bank levy or not maintaining of the degressivity principle of the ratio on the basis of which it is calculated; (iii) government consolidation measures including the introduction of the financial transaction tax and increase of the corporate tax; (iv) continuing war in Ukraine and its consequences; (v) impact of disruption in the global supply chains on the Slovak economy; (vi) impact of potential increasing of unemployment in the Slovak Republic; and (vii) U.S. policy, especially in relation to tariffs and taxes, and the related impact on the global and the Slovak economy.

2.11 SIGNIFICANT CHANGES AND MATERIAL ADVERSE CHANGES

There has been no material adverse change in the prospects of the Issuer since its last published audited financial statements and no significant change in the financial performance and in the financial position of SLSP Group since the end of the last financial period for which its financial information has been published.

2.12 SELECTED FINANCIAL INFORMATION

Capital Position

Basel 3 Capital (in EUR million)	31 December 2023	31 December 2024	30 June 2025	30 September 2025
Basel 3 CET 1	1,620	1,690	1,707	1,657
Basel 3 Tier 1	480	480	480	480
Basel 3 Tier 2	64	52	56	53

Sources: The Audited Consolidated Financial Statements 2023, the Audited Consolidated Financial Statements 2024, the Unaudited Interim Consolidated Financial Statements as of 30 June 2025 and the Unaudited Interim Separate Financial Statements as of 30 September 2025 (all figures in the tables above are rounded).

Risk-Weighted Assets (RWA) (in EUR million)	31 December 2023	31 December 2024	30 June 2025	30 September 2025
Market risk ⁽¹⁾	11	1	5	1
Operational risk	750	808	1,125	1,123
Credit risk ⁽²⁾	10,049	10,400	9,866	9,331
Total RWAs	10,810	11,209	11,003	10,455

Sources: The Audited Consolidated Financial Statements 2023, the Audited Consolidated Financial Statements 2024, the Unaudited Interim Consolidated Financial Statements as of 30 June 2025 and the Unaudited Interim Separate Financial Statements as of 30 September 2025 (all figures in the tables above are rounded).

Notes:

- (1) The market risk is displayed in the Audited Consolidated Financial Statements 2023, the Audited Consolidated Financial Statements 2024, the Unaudited Interim Consolidated Financial Statements as of 30 June 2025 and the Unaudited Interim Separate Financial Statements as of 30 September 2025 as trading book, foreign FX risk and commodity risk.
- (2) Including credit valuation adjustment (CVA).

Basel 3 Capital Ratios	31 December 2023	31 December 2024	30 June 2025	30 September 2025
Basel 3 CET 1 ratio	15.0%	15.1%	15.5%	15.85%
Basel 3 Tier 1 ratio	19.4%	19.4%	19.9%	20.44%
Basel 3 Total Capital Ratio	20.0%	19.8%	20.4%	20.94%

Sources: The Audited Consolidated Financial Statements 2023, the Audited Consolidated Financial Statements 2024 and the Unaudited Interim Consolidated Financial Statements as of 30 June 2025 and the Unaudited Interim Separate Financial Statements as of 30 September 2025 (all figures in the tables above are rounded).

Prudential Ratios pursuant to CRR

	31 December 2023	31 December 2024	30 June 2025	30 September 2025
Fully Loaded Leverage Ratio	7.6%	7.8%	7.7%	7.4%
Liquidity Coverage Ratio	192.1%	178.0%	176.1%	159.0%

Sources: Internal information and calculation of the Issuer on the basis of the Audited Consolidated Financial Statements 2023, on the basis of the Audited Consolidated Financial Statements 2024, on the basis of the Unaudited Interim Consolidated Financial Statements as of 30 June 2025 and on the basis of the Unaudited Interim Separate Financial Statements as of 30 September 2025 (all figures in the table above are rounded).

Return on Equity

	31 December 2023	31 December 2024	30 June 2025	30 September 2025
Return on Equity (ROE)	13.5%	11.9%	12.3%	12.7%

Sources: Internal information and calculation of the Issuer on the basis of the Audited Consolidated Financial Statements 2023, on the basis of the Audited Consolidated Financial Statements 2024 and on the basis of the Unaudited Interim Consolidated Financial Statements as of 30 June 2025 and on the basis of the Unaudited Interim Separate Financial Statements as of 30 September 2025 (all figures in the table above are rounded).

Alternative Performance Measures

Alternative Performance Measure	Description	Calculation
Fully Loaded Leverage Ratio	The leverage ratio is calculated pursuant to Article 429 CRR and is designed to discourage the build-up of excessive leverage by the Issuer.	<p>The leverage ratio shall be calculated as an institution's capital measure divided by the institution's total exposure measure and shall be expressed as a percentage.</p> <p>Example for 2024 (in EUR million):</p> $\frac{2,170 \text{ (= Tier 1 capital)}}{27,853 \text{ (= leverage ratio exposures)}} \times 100 = 7.79\%$
Liquidity Coverage Ratio	The liquidity coverage ratio (" LCR "), according to Article 412 (1) CRR is designed to promote short-term resilience of the Issuer's liquidity risk profile and aims to ensure that the Issuer has an adequate stock of unencumbered high quality liquid assets (" HQLA ") to meet its liquidity needs for a 30 calendar day liquidity stress scenario.	<p>The LCR is expressed as:</p> $(\text{stock of HQLA}) / (\text{total net cash outflows over the next 30 calendar days}) \geq 100\%$ <p>Institutions must hold a stock of unencumbered HQLA to cover the total net cash outflows over a 30-day period under the prescribed stress scenario. In order to qualify as HQLA, assets should be liquid in markets during a time of stress and, in most cases, be eligible for use in central bank operations.</p> <p>It is defined as total expected cash outflows, minus total expected cash inflows, in the specified stress scenario for the subsequent 30 calendar days. Total cash inflows are subject to an aggregate cap of 75% of total expected cash outflows, thereby ensuring a minimum level of HQLA holdings at all times.</p>

Example for 2024 (in million EUR):

$$\frac{5,872.0}{3,299.9} \times 100 = 177.95\%$$

Return on Equity	Return on equity is a profitability measure which compares the net profit for the year to average shareholder's equity.	<p>The return on equity is calculated as follows:</p> <p>Net income attributable to owners of the parent company / Average total equity assigned to the owners.</p> <p>Example for 2024 (in EUR million):</p> $\frac{285.5}{2,403.9} \times 100 = 11.87\%$
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Source: Internal information and calculation of the Issuer on the basis of the Audited Consolidated Financial Statements 2024 (all figures in the table above are rounded).

3. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

3.1 BOARD OF DIRECTORS

The Issuer's board of directors is its statutory body which manages the Issuer's activities and acts on its behalf. It consists of three to six members elected by the Issuer's supervisory board. The chairman of the Issuer's board of directors is elected from among the members of the Issuer's board of directors by the Issuer's supervisory board. The vice-chairman of the Issuer's board of directors is elected by the Issuer's board of directors from among its members. The vice-chairman of the Issuer's board of directors has not been elected as at the date of this Registration Document.

The current members of the Issuer's board of directors listed below have professional qualifications for the performance of their positions and perform the following additional functions in management or supervisory boards in other companies as of the date of this Registration Document.

Name and position	Company or Organisation	Position
Ing. Peter Krutil, Chairman	The Slovak Banking Association Nadácia Slovenskej sporiteľne	Member of the Presidium Member of the Board of Trustees
Mgr. Juraj Barta, Member	KOOPERATIVA poisťovňa, a.s. Vienna Insurance Group	Supervisory Board Member
Ing. Pavel Cetkovský, Member	Procurement Services SK, s.r.o. Fond ochrany vkladov LANED a.s. Prvá stavebná sporiteľňa, a.s.	Executive Manager Fund Council Vice Chairman Supervisory Board Member Supervisory Board Member
RNDr. Milan Hain, PhD., Member	Monilogi s.r.o.	Chairman of the Supervisory Board
Ing. Marek Sásik, CFA, Member	–	–

The members of the Issuer's board of directors can be reached at the Issuer's business address Tomášikova 48, 832 37 Bratislava, Slovak Republic.

3.2 SUPERVISORY BOARD

The Issuer's supervisory board is the supreme control body of the Issuer. It supervises the execution of powers of the Issuer's board of directors and the performance of the Issuer's business activities. The Issuer's supervisory board consists of three to six members. Two-thirds of its members are elected by the Issuer's General Meeting and one-third by the Issuer's employees. The Issuer's supervisory board elects its chairman and vice-chairman from among its members.

All of the members of the Issuer's Supervisory Board have professional qualifications for the performance of their positions. The following table sets out additional functions in management or supervisory boards in other companies as of the date of this Registration Document:

Name and position	Company or Organisation	Position
Mag. Alexandra Hebel-Drabek, Chairman	Erste Group Bank AG	Member of the Board of Directors
	Erste Campus Immobilien AG & Co KG	Member of the Board of Directors
	Erste Bank Hungary Zrt.	Member of the Supervisory Board
	Haftungsverbund GmbH	Member of the Shareholders Board
	UNICEF Austria	Member of the Advisory Board (Presidium)
Mag. Jan Homan, Vice-Chairman	Bausparkasse der oesterreichischen sparkassen AG	Supervisory Board Member

Mgr. Alena Adamcová, Member	–	–
Paul Formanko, MBA, Member	Hydrogen Utopia International PLC, London	Non-executive Director
Juraj Futák, Member	Podnikový výbor odborového zväzu SLSP, a.s.	Chairman
	Európska podniková rada Erste Bank Holding	Member of the Presidium
	Odborový zväz bank a poisťovní	Vice Chairman of Bank Committee

The members of the Issuer's supervisory board can be reached at the Issuer's business address Tomášikova 48, 832 37 Bratislava, Slovak Republic.

3.3 REPRESENTATIVES OF THE SUPERVISORY AUTHORITIES

There are no representatives of the Slovak government or the National Bank of Slovakia in Slovenská sporiteľňa's supervisory board.

3.4 POTENTIAL CONFLICTS OF INTEREST

Members of the Issuer's board of directors or supervisory board may at the same time be members of the statutory or supervisory bodies of other companies, including clients or investors of the Issuer and/or Erste Group Bank AG, in accordance with the rules on non-competition and conflict of interest. In the event that the Issuer maintains active business relations with these companies, the fact that such persons are members of their statutory or supervisory bodies may expose them to potential conflicts of interest.

At present, three members of the Issuer's board of directors are also in the bodies of companies in which the Issuer has an ownership interest in accordance with the provisions of § 25 par. 14 and 15 of the Slovak Act on Banks. In accordance with the legal requirements implemented in its internal regulations, the Issuer fully respects and complies with the rules prior to the conflict of interests and all its activities, including the activities of persons operating in the personnel structures of the Issuer and its controlled entities/prevention of conflicts of interest for these persons.

3.5 AUDIT AND AUDITORS' REPORTS

PricewaterhouseCoopers Slovensko, s.r.o., with its registered office at Karadžičova 2, 815 32 Bratislava – *mestská časť Staré Mesto*, a member of the Slovak Chamber of Auditors, SKAU license No. 161 have audited the Audited Consolidated Financial Statements 2022 and the Audited Consolidated Financial Statements 2023. No qualifications have been made by the auditors in the auditor's reports for the Audited Consolidated Financial Statements 2023 (dated 28 February 2024) and the Audited Consolidated Financial Statements 2024 (dated 21 February 2025).

The financial year of Slovenská sporiteľňa is the calendar year.

3.6 SHAREHOLDERS OF THE ISSUER

The table below presents the shareholding structure of the Issuer as at the date of this Registration Document.

Shareholder	Registered capital	Share	Voting rights
Erste Group Bank AG	EUR 212,000,000	100.00%	100.00%

Erste Group Bank AG, as sole shareholder of the Issuer, is able to adopt any resolutions and to control the Issuer. To the best of the knowledge of the Issuer, measures are in place to ensure that such control is not abused. Such measures are control mechanisms for exercising the shareholder rights of the Issuer's owner and measures to ensure the elimination of the misuse of these rights which are stipulated in the Slovak Act on Banks and other generally binding legal regulations.

The Issuer is not aware of any arrangements the operation of which may at a subsequent date result in a change in control of the Issuer.

4. LEGAL PROCEEDINGS

Neither the Issuer nor any of its subsidiaries are involved and have been involved in the twelve months preceding the date of this Registration Document in legal disputes, including governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), which may have, or have had in the recent past significant effects on the Issuer's and/or SLSP Group's financial position or profitability. In the course of its ordinary banking business the Issuer has been a party to a number of civil and regulatory proceedings initiated by customers, administrative authorities or consumer protection agencies and associations which are not expected to have a significant negative impact on the Issuer's and/or SLSP Group's financial position or profitability.

5. MATERIAL CONTRACTS

The Issuer has not entered into any material contracts other than contracts entered into in the ordinary course of the Issuer's business which could result in any member of SLSP Group being under an obligation or an entitlement that is material to the Issuer's ability to meet its obligation to Holders in respect of the securities issued or to be issued.

GLOSSARY AND LIST OF ABBREVIATIONS

For ease of reference, the glossary below sets out certain abbreviations and meanings of certain terms used in this Registration Document. Readers of this Registration Document should always have regard to the full description of a term contained in this Registration Document.

Audited Consolidated Financial Statements 2023	the Slovak language version of the Audited Consolidated Financial Statements of the Issuer for the financial year ended 31 December 2023
Audited Consolidated Financial Statements 2024	the Slovak language version of the Audited Consolidated Financial Statements of the Issuer for the financial year ended 31 December 2024
BRRD	Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms and amending Council Directive 82/891/EEC, and Directives 2001/24/EC, 2002/47/EC, 2004/25/EC, 2005/56/EC, 2007/36/EC, 2011/35/EU, 2012/30/EU and 2013/36/EU, and Regulations (EU) No 1093/2010 and (EU) No 648/2012, of the European Parliament and of the Council, as amended (Bank Recovery and Resolution Directive)
BRRD II	Directive (EU) 2019/879 of the European Parliament and of the Council of 20 May 2019 amending Directive 2014/59/EU as regards the loss-absorbing and recapitalisation capacity of credit institutions and investment firms and Directive 98/26/EC
CEE	Central and Eastern Europe
CRD	Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC, as amended (<i>Capital Requirements Directive</i>)
CRR	Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012, as amended (<i>Capital Requirements Regulation</i>)
ECB	European Central Bank
Erste Group	consists of Erste Group Bank, together with its subsidiaries and participations, including Erste Bank Oesterreich in Austria, Česká spořitelna in the Czech Republic, Banca Comercială Română in Romania, Slovenská sporiteľňa in Slovakia, Erste Bank Hungary in Hungary, Erste Bank Croatia in Croatia, Erste Bank Serbia in Serbia and, furthermore, in Austria, Salzburger Sparkasse Bank AG, Tiroler Sparkasse Bankaktiengesellschaft Innsbruck, Bausparkasse der österreichischen Sparkassen Aktiengesellschaft, other savings banks of the Haftungsverbund, Erste Group Immorent GmbH, and others
EU	European Union
EUR	Euro
FMA	Austrian Financial Market Authority (<i>Finanzmarktaufsichtsbehörde</i>)
IFRS	International Financial Reporting Standards
Issuer	Slovenská sporiteľňa, a.s.
Moody's	Moody's Deutschland GmbH

MREL	minimum requirement for own funds and eligible liabilities
Prospectus Regulation	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, as amended
Registration Document	this registration document, as supplemented from time to time
Slovak Act on Banks	Act No. 483/2001 Coll. on Banks and on Amendment of Certain Other Acts, as amended
Slovenská sporiteľňa	Slovenská sporiteľňa, a.s.
SLSP Group	the Issuer and its subsidiaries and participations taken as a whole
SREP	Supervisory Review and Evaluation Process
SRMR	Regulation (EU) No 806/2014 of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund and amending Regulation (EU) No 1093/2010, as amended (<i>Single Resolution Mechanism Regulation</i>)
Unaudited Interim Consolidated Financial Statements as of 30 June 2025	Slovak language version of the Consensed Unaudited Interim Consolidated Financial Statements of the Issuer prepared in accordance with IAS 34 for the half year ended 30 June 2025
Unaudited Interim Separate Financial Statements as of 30 September 2025	Slovak language version of the Unaudited Interim Separate Financial Statements of the Issuer for the 9-month accounting period ended 30 September 2025 prepared in accordance with IAS 34

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