## PROSPECTUS SUPPLEMENT NO. 2 TO THE BASE PROSPECTUS DATED 25 JULY 2018



# Slovenská sporiteľňa, a.s.

# **EUR 5,000,000,000**

# **Debt Securities Issuance Programme**

This document constitutes an amendment (the **Prospectus Supplement**) pursuant to Section 121(9) and Section 125c of Act No. 566/2001 Coll. on Securities and Investment Services and on Amendment of Certain Other Acts (the Securities Act), as amended (the **Securities Act**), to the base prospectus of 25 July 2018 approved by the National Bank of Slovakia's decision No. 100-000-118-674/NBS1-000-026-956 being final from 6 August 2018, as amended by the Prospectus Supplement No. 1 approved by the National Bank of Slovakia's decision No. 100-000-126-192/NBS1-000-028-368 being final from 24 September 2018 (the **Prospectus**). The Prospectus was prepared by the issuer, Slovenská sporiteľňa, a.s., with its registered office at Tomášikova 48, 832 37 Bratislava, Slovak Republic, Identification No.: 00 151 653, registered in the Commercial Register of the District Court Bratislava I, section: Sa, insert No.: 601/B (the **Issuer**), in respect of EUR 5,000,000,000 debt securities issuance programme which may be continuously and repeatedly issued by the Issuer (the **Programme**).

This Prospectus Supplement constitutes a part of the Prospectus and shall be read jointly and in relation to the Prospectus.

Terms with a capital letter not defined in this Prospectus Supplement shall have the meaning given in the Prospectus.

The purpose of this Prospectus Supplement is to update the rating of the Issuer, to incorporate data from the audited consolidated financial statements of the Issuer prepared in accordance with IFRS for the period ended 31 December 2018, which were published at the Issuer's website (<a href="www.slsp.sk">www.slsp.sk</a>) on 29 March 2019, to update information about the Issuer and to introduce into the Prospectus a new type of Notes, the "Senior Non-Preferred Notes", which the Issuer will be entitled to issue continuously or repeatedly. Following the introduction of the Senior Non-Preferred Notes into the Prospectus, the texts of the relevant parts of the Prospectus will be modified, namely the Title Page, Summary, the Risk Factors Related to the Notes, the Common Terms and the Final Terms.

This Prospectus Supplement is subject to approval by the National Bank of Slovakia and subsequent disclosure under the Securities Act. The Issuer will request the National Bank of Slovakia to notify the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*) (the **FMA**) of its approval of this Prospectus Supplement.

This Prospectus Supplement shall be published in the same way as the Prospectus, in electronic form on the Issuer's webpage (<a href="www.slsp.sk/cenne-papiere.html">www.slsp.sk/cenne-papiere.html</a>), which forms part of the Issuer's website, and will be available in writing for inspection thereof at the Balance Sheet Management Department of the Issuer, with a notice on its free availability published in the Hospodárske noviny daily newspaper.

The wording of the Prospectus shall be amended and supplemented as follows:

## I. CHANGE OF THE TITLE PAGE OF THE PROSPECTUS:

The wording of the first paragraph of the title page of the Prospectus shall be supplemented with the information about the new type of Notes, the "Senior Non-Preferred Notes", which the Issuer will be entitled to issue continuously or repeatedly, in the following wording:

"On 26 June 2018, Slovenská sporiteľňa, a.s. (the **Issuer**) has approved a debt securities issuance programme (in Slovak: *ponukový program dlhopisov*) of up to EUR 5,000,000,000 (the **Programme**) under which it may continuously or repeatedly issue (i) Unsubordinated and Unsecured Notes (in Slovak: *nepodriadené a nezabezpečené dlhopisy*) (the **Senior Notes**), (ii) Covered Notes (in Slovak: *kryté dlhopisy*) (the **Covered Notes**), (iii) Subordinated Notes (in Slovak: *podriadené dlhopisy*) (the **Subordinated Notes**) and (iv) Senior Non-Preferred Notes (in Slovak: *neprioritné nepodriadené dlhopisy*) (the **Senior Non-Preferred Notes**) (jointly the **Notes**). All Notes shall in any case be issued in accordance with the laws of the Slovak Republic, in particular Act No. 530/1990 Coll. on Bonds, as amended (the **Bonds Act**), Act No. 566/2001 Coll. on Securities and Investment Services and on Amendment of Certain Other Acts (the Securities Act), as amended (the **Securities Act**). The Covered Notes shall be issued also in accordance with Act No. 483/2001 Coll. on Banks and on Amendment of Certain Other Acts, as amended (the **Act on Banks**). The Senior Non-Preferred Notes shall be issued as debt instruments with a lower ranking in bankruptcy in accordance with Section 180a(2) of Act No. 7/2005 Coll. on Bankruptcy and Restructuring, as amended."

## II. CHANGES IN THE SUMMARY OF THE PROSPECTUS:

1. The wording of element B.5 "Description of the group and the Issuer's position within such group" shall be deleted and replaced in its entirety with the following wording: "

<b>B.5</b>	Description of the group and
	the Issuer's position within
	such group

The Issuer is part of the Erste Group. The Erste Group is one of the largest and most significant bank groups focusing on retail and corporate clients in Central and Eastern Europe.

The Erste Group consists of Erste Group Bank AG (the parent company) and its individual subsidiaries included in the consolidation of the Erste Group Bank AG according to its direct or indirect share in them. The most significant members of the Erste Group are bank institutions in the countries of Central and Eastern Europe, i.e., Austria, Czech Republic, Slovak Republic, Romania, Hungary, Croatia, Serbia as well as the group of Austrian savings banks. The Issuer has been a member of the Erste Group since 2001. The parent company of the Issuer is Erste Group Bank AG, with its registered office at Am Belvedere 1, 1110 Vienna, Republic of Austria, FN 33209m (sometimes also referred to as Erste Holding), which holds a 100.00% share in the registered capital and the voting rights of the Issuer.

Name	Country	Direct share of Erste Group Bank AG
Erste Bank der oesterreichischen Sparkassen AG	Austria	100.00%
Česká spořitelna, a.s.	Czech Republic	98.97%
Slovenská sporiteľňa, a.s.	Slovakia	100.00%
Banca Comercială Română S.A.	Romania	99.88%
Erste Bank Hungary Zrt.	Hungary	85.00%
Erste & Steiermärkische Bank d. d.	Croatia	59.02%
Erste Bank a. d. Novi Sad	Serbia	74.00%

The selected companies with a significant direct and indirect share of the Issuer as at 31 December 2018:

Entity	Registered capital (in EUR)	Issue's share
Procurement Services SK, s.r.o.	6,500.00	51.00%
Prvá stavebná sporiteľňa, a. s.	66,500,000.00	9.98%
Slovak Banking Credit Bureau, s.r.o.	9,958.17	33.33%
Holding Card Service s.r.o. (in CZK)	772,584,000.00	24.62%
Služby SLSP, s. r. o.	5,000.00	100.00%
Realitná spoločnosť SLSP (indirect share)	29,672.00	100.00%
LANED a.s. (indirect share)	11,520,390.00	100.00%
The Issuer's share is equal to its voting voting rights in Prvá stavebná sp pursuant to the shareholders' agreeme	oriteľňa, a. s. rep	resents 35.00%

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2. The wording of element B.12 "Selected historical key financial information" shall be deleted and replaced in its entirety with the following wording: "

B.12	Selected historical key financial information	The following historical financial inform relevant published audited consolidated for the relevant periods.		
		Audited consolidated statement of financial position prepared in accordance with the IFRS (in thousands of EUR)  ASSETS	2018	2017
		Financial assets held to maturity <sup>(1)</sup>	X	2,644,402
		Loans and receivables to customers <sup>(1)</sup>	X	11,719,733
		Debt securities <sup>(2)</sup>	3,550,631	X
		Loans and advances to customers <sup>(2)</sup>	12,782,071	X
		Total assets	17,442,906	16,343,112
		LIABILITIES AND EQUITY	27,112,500	10,0 10,112
		Deposits from customers	13,653,163	12,477,892
		Debt securities in issue	1,803,287	1,567,216
		Total equity	1,513,345	1,535,671
		Total liabilities and equity	17,442,906	16,343,112
		(1) International Accounting Standard (IAS) (2) International Financial Reporting Standard  Audited consolidated statement of profit and loss prepared in accordance with the IFRS (in thousands of EUR)  Net interest income  Net fee and commission income  Pre-tax profit from continuing operations  Taxes on income  Net result for the period		2017  439,290 112,708 216,559 (52,660) 163,899
	Statement with regard to no material adverse change in the prospects of the Issuer or a description of any material adverse change	The Issuer states that there has been no prospects of the Issuer or any material a situation or prospects of the Issuer since audited consolidated financial statements.	adverse change in e the date of its la	the financial
	Description of significant changes in the financial or business position subsequent to the period	The General Meeting of the Issuer held of after tax business results of EUR 180, dividend to the shareholder in the amount The Issuer became the 100.00% ow	175,991 and decide of EUR 87,607,515	led to pay a 5.32.

covered by the financial information	S Slovensko, spol. s r.o. with the total asset value of EUR 163.7 million by its acquisition from the company Erste Group Bank AG on 1 March 2019.
	Otherwise, excluding the above mentioned events, there has been no significant change in the Issuer's financial or business position after the period covered by the historical financial information.

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3. The wording of element B.17 "Credit ratings assigned to the Issuer, respectively its debt securities on request or on the basis of the Issuer's cooperation in the rating process" shall be deleted and replaced in its entirety by the following text: "

B.17	Credit rating	s assign	ed to the
2,12,	Issuer, respe	ectively	its debt
	securities on	request	or on the
			Issuer's
	cooperation	in the	e rating
	process		

Credit ratings assigned to the Issuer by rating agency Moody's Investors Service:

Long-term rating of the Issuer A2, Long-term deposits A2, Short-term deposits P-1, Counterparty Risk (long-term/short term) Assessments A1/P-1, Baseline Credit Assessment/Adjusted Baseline Credit Assessment baa2/baa1, stable outlook.

Credit rating assigned to the Notes:

[Credit Rating assigned to the Notes – [The Notes are not rated.] or [Credit Rating]]

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4. The wording of element C.1 "Type and form and name of the security, ISIN" shall be supplemented with a new type of Notes, the "Senior Non-Preferred Notes", and the revised element has the following wording: "

The Notes are bonds (in Slovak: dlhopisy) of the type: [Type of the security, ISIN  The Notes are bonds (in Slovak: dlhopisy) of the type: [Type of the security, ISIN  [Covered Notes] or [Subordinated Notes] or [Senior Non-Potes] in bearer book entry form (in Slovak: zaknihovana papiere na doručiteľa) registered in [Depository], [Name], [ISI]
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5. The wording of element C.8 "Description of rights attached to the Notes, restrictions on these rights, ranking classification" shall be supplemented with the following paragraph: "

C.8	Description of rights attached to the Notes, restrictions on these rights, ranking classification	[Obligations from the Senior Non-Preferred Notes constitute direct, general, unsecured and unconditional obligations of the Issuer with a lower ranking in bankruptcy in accordance with Section 180a(2) of Act No. 7/2005 Coll. on Bankruptcy and Restructuring, as amended, and rank <i>pari passu</i> among themselves and always rank at least <i>pari passu</i> with any other direct, general, unsecured, unconditional obligations and any obligations of the Issuer with the same ranking in bankruptcy, present and future, save for those obligations of the Issuer as may be stipulated by mandatory provisions of law.]
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6. The wording of element C.9 "Interest rate, maturity, joint representatives" shall be in the item "Early redemption of the Notes decided by the Issuer" supplemented with a new provision about early redemption of the Senior Non-Preferred Notes decided by the Issuer, and the revised item has the following wording: "

# C.9 Interest rate, maturity, joint representatives

[Early redemption of the Notes decided by the Issuer – [[The Issuer is, on the basis of its decision, entitled to early redeem all (and not only some) Notes issued and outstanding as of [Early Redemption Date(s)] (the Early Maturity Date). The Issuer is obliged to announce such decision to the Holders no sooner than 60 days and no later than 30 days prior to the relevant Early Maturity Date.] [only in case of Subordinated Notes included in Tier 2 capital of the Issuer: If there is a change in the regulatory classification of the Notes or in the applicable tax terms in respect of the Notes, in each case referred to in Article 78(4) of the CRR, the Issuer may, by a written notice addressed to the Holders, determine that all (and not only some) Notes may become early redeemable as of [Early Redemption Date(s)] (the Early Maturity Date). The Issuer is obliged to announce such decision to the Holders no sooner than 60 days and no later than 30 days prior to the relevant Early Maturity Date. The Issuer may exercise this right only if conditions under Articles 63, 77, 78 and related provisions of the CRR are satisfied, and the authorisation of the competent supervisory authority has been obtained.] [only in case of Senior Non-Preferred Notes: If there is a change in the regulatory classification of the Notes or in the applicable tax terms in respect of the Notes, in each case as will be provided in the relevant provisions of the CRR applicable and effective at that time, the Issuer may, by a written notice addressed to the Holders, determine that all (and not only some) Notes may become early redeemable as of [Early Redemption Date(s)] (the Early Maturity Date). [The Issuer may also, by a written notice addressed to the Holders, determine that all (and not only some) Notes may become early redeemable as of [Early Redemption Date(s)] in case of the Notes with the remaining maturity of less than one year, if they are already excluded from the minimum requirement for eligible liabilities due to this shorter maturity.] The Issuer is obliged to announce such decision to the Holders in accordance with paragraph 9.1(1) no sooner than 60 days and no later than 30 days prior to the relevant Early Maturity Date. The Issuer may exercise this right only if the conditions under the relevant provisions of the CRR applicable and effective at that time are satisfied, and the authorisation of the competent supervisory authority has been obtained.]

On the Early Maturity Date, the Issuer shall pay to each Holder (i) 100.00% of the Principal Amount of the Notes; and (ii) the extraordinary interest of [Extraordinary Interest Amount in %] of the Principal Amount of the Notes. The provisions on regular redemption of the Notes shall apply to their early redemption accordingly.] or [Not applicable. The Issuer may not, on the basis of its decision, to redeem the Notes early.]]

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7. The wording of element D.3 "Key information on the major risks specific for the Notes" shall be supplemented with the following risk factors regarding the Senior Non-Preferred Notes: "

<b>D.3</b> Key information on the major [Senior Non-Preferred Notes are subordinated to al	l existing senior
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risks specific for the Notes	unsecured obligations of the Issuer;] [Senior Non-Preferred Notes may
	be redeemed prior to maturity for regulatory or tax reasons;] [Senior
	Non-Preferred Notes exclude the right to set off;] [Senior Non-
	Preferred Notes are a new type of financial instruments for which
	there is no trade history and their regulation may change;]

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8. The wording of element E.3 "Description of terms and conditions of the offer" in paragraph "Offer and date of sale" shall be supplemented with the new type of Notes, the "Senior Non-Preferred Notes", and the revised paragraph has the following wording: "

E.3	Description of terms and conditions of the offer	Offer and date of sale	[Type of Notes – [Senior Notes] or [Covered Notes] or [Subordinated Notes] or [Senior Non-Preferred Notes] will be offered [Type of Offer – [in a public offering in the Slovak Republic] or [in an offer which is not subject to the obligation to publish the Prospectus]] through [Form of Offer]. [Offer is addressed to – [individuals] and/or [legal entities] or [qualified investors] or [limited group of persons, i.e., less than 150 individuals or legal entities in the relevant Member State other than qualified investors]] from [Offer Commencement Date] to [Offer Termination Date], while the Settlement Date shall be [Settlement Date]. [Description of the Application]
			Procedure] [Manner of Satisfying Orders]

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## III. CHANGES IN PART 2.2, RISK FACTORS:

1. The wording of part 2.2 "Risk Factors Related to the Notes" shall be supplemented with new risk factors regarding the Senior Non-Preferred Notes as follows: "

#### Senior Non-Preferred Notes are subordinated to all existing senior unsecured obligations of the Issuer

The Senior Non-Preferred Notes will be issued for the purposes of meeting the minimum requirements for eligible liabilities (MREL). As such, these Notes have lower ranking and the claims arising out of them will be satisfied in the Issuer's bankruptcy only after satisfaction of the preferred claims from protected and covered deposits (Section 180a(1) of the Bankruptcy Act) as well as all unsecured claims under Section 95(1) of the Bankruptcy Act, which also include claims under the Senior Notes or other ordinary unsecured obligations. On the other hand, the Senior Non-Preferred Notes have a higher ranking in the bankruptcy than the Subordinated Notes. The Senior Non-Preferred Notes may, on the basis of a decision of relevant resolution authority, be subject to write-offs if a trigger event occurs. This may cause the Holders to lose part or all of the investment in the Notes (legal absorption of losses). Any partial or total write-off or conversion of the principal amount or unpaid interest of the Notes will not under legal regulation of the capitalisation instruments (bail-in) or the write-off and conversion constitute an event of default under the Notes. This means that any amounts written off or converted in this manner will be irrevocably lost and the Holders will lose any claims arising therefrom, regardless of whether or not the financial position of the Issuer will be restored.

## Senior Non-Preferred Notes may be redeemed prior to maturity for regulatory or tax reasons

The Issuer may, at its option, redeem Senior Non-Preferred Notes in whole, but not in part, if there will be a change in the regulatory classification of the Senior Non-Preferred Notes or in the applicable tax terms in respect of the Senior Non-Preferred Notes, in each case as will be permitted under relevant provisions of the CRR effective at that time and subject to obtaining required approval of the competent regulatory or resolution authority. If so specified in the relevant Final Terms, the Issuer may also redeem the Senior Non-Preferred Notes in whole, but not in part, if the remaining maturity of the Senior Non-Preferred Notes will be less than one year, and such Notes will be, at the time of their redemption, excluded from the minimum requirement for eligible liabilities due to their shorter maturity.

The laws and regulations of the Slovak Republic of the European Union concerning the treatment of the Senior Non-Preferred Notes are not finalised at the date of this Prospectus Supplement. Even after finalization of such laws and regulations, it will be difficult to predict further changes to the legal and regulatory framework. If such change would occur, the Issuer may be expected to redeem Senior Non-Preferred Notes when its cost of borrowing is lower than the interest rate on the Senior Non-Preferred Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Senior Non-Preferred Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time. Early redemption features are also likely to limit the market price of the Senior Non-Preferred Notes, the market price of the Senior Non-Preferred Notes generally will not rise substantially above the price at which they can be redeemed. This may also be true prior to any redemption period if the market believes that the Senior Non-Preferred Notes may become eligible for redemption in the near term.

On the other hand, the Senior Non-Preferred Notes may be redeemed early only under strictly defined conditions, including obtaining the approval of the competent regulatory or resolution authority. Early redemption or repurchase of the Senior Non-Preferred Notes is only possible after the conditions prescribed by the CRR/CRD IV (Capital Requirements Directive and Regulation) and by future changes of the CRR have been satisfied. Holders of the Senior Non-Preferred Notes should therefore be aware that they are likely to be forced to bear the financial risks of their investment until their final maturity.

# Senior Non-Preferred Notes exclude the right to set off

The Senior Non-Preferred Notes contain the exclusion of the right to set off, because of relevant regulatory requirements which are expected to apply to the Senior Non-Preferred Notes in order for them to be included in the minimum requirements for eligible liabilities. Set-off right, if available, usually reduces the credit risk between the parties, but this benefit will not be available to the Holders in case of the Senior Non-Preferred Notes. No Holder of the Senior Non-Preferred Notes will be entitled to set off its claims against the Issuer under the Senior Non-Preferred Notes against any potential claims which the Issuer has against the Holder (e.g. in case of a loan provided by the Issuer as bank to a Holder as borrower).

# Senior Non-Preferred Notes are a new type of financial instruments for which there is no trade history and their regulation may change

The Issuer is unaware that any Slovak financial institution has so far made any offer of senior non-preferred debt instruments. There is, therefore, no trade history for this type of securities. Financial market participants, including rating agencies, are only at the early stages of risk assessment related to senior non-preferred obligations. Moreover, the regulatory requirements associated with this type of Notes are not yet settled. The value of these securities may become extremely volatile as soon as they are introduced on the financial market. It is possible that after a certain period of time the value of the Senior Non-Preferred Notes will be lower than the investors assumed at the time of their issue by the Issuer. If this were the case, the Holders could suffer losses in respect of their investments in the Senior Non-Preferred Notes."

# IV. CHANGES IN PART 4, LIST OF CROSS-REFERENCES INCORPORATED IN THE PROSPECTUS:

1. The wording shall be supplemented with paragraph (4) as follows: "

The audited consolidated financial statements of the Issuer for the year ended 31 December 2018 prepared in accordance with the IFRS (see the information in the section of the Prospectus "Financial Information Concerning Assets and Liabilities, Financial Situation and Profit and Loss of Slovenská sporiteľňa, a.s."), which form part of the Issuer's Annual Report for 2018 compiled pursuant to the applicable legal regulations (the **2018 Annual Report**). The Prospectus must be read in conjunction with the above-mentioned part of the 2018 Annual Report which is deemed to be part of the Prospectus. Other parts of the 2018 Annual Report not incorporated in the Prospectus by reference are of no relevance for the investors."

## V. CHANGES IN PART 5, DOCUMENTS ON DISPLAY:

1. The wording of sub-paragraph (2) shall be supplemented with the following sub-paragraph: "

(iv) 2018 Annual Report."

## VI. CHANGES IN PART 6, GENERAL:

1. The wording of sub-paragraph (1) shall be deleted and replaced in its entirety by the following text: "

Auditors. The information from the financial statements included in the Prospectus as at 31 December 2016 was taken from the consolidated financial statements for the year ended 31 December 2016, which were prepared in accordance with the IFRS and verified by the auditor, Ernst & Young Slovakia, spol. s r. o., with its registered office at Žižkova 9, 811 02 Bratislava, a member of the Slovak Chamber of Auditors, SKAU license No. 257. The information from the financial statements included in the Prospectus as at 31 December 2017 and as at 31 December 2018 was taken from the consolidated financial statements for the year ended 31 December 2017 and for the year ended 31 December 2018, which were prepared in accordance with the IFRS and verified by the auditor, 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."

## VII. CHANGES IN PART 8, SUMMARY OF THE NOTES:

1. The wording of part 8. "SUMMARY OF THE NOTES" shall be supplemented with new Article 8.4 in the following wording: "

#### 8.4 Summary of the Senior Non-Preferred Notes

The Senior Non-Preferred Notes will under the Programme be issued as non-preferential, unsubordinated and unsecured notes with lower ranking in bankruptcy under Section 180a(2) of the Bankruptcy Act. The Senior Non-Preferred Notes will be issued primarily with the intention of meeting the minimum requirements for the eligible liabilities (MREL) pursuant to Section 31 et seq. of the Act on the resolution of crisis situations and any related provisions of CRR or other relevant regulations at the time of their issuance. As such, these Notes have lower ranking and the claims arising out them will be satisfied in the Issuer's bankruptcy only after satisfaction of the preferred claims from protected and covered deposits (Section 180a(1) of the Bankruptcy Act) as well as all unsecured claims under Section 95(1) of the Bankruptcy Act, which also include claims under the Senior Notes or other current unsecured obligations. On the other hand, the Senior Non-Preferred Notes have a higher ranking in the bankruptcy than the Subordinated Notes."

## VIII. CHANGES IN PART 9, COMMON TERMS:

- 1. The wording of paragraph 9.1(a)(i) "Basic information, form and manner of issue of the Notes" shall be supplemented with the new type of Notes, the "Senior Non-Preferred Notes", and the revised paragraph has the following wording: "
  - (i) [**Type of Notes** [Unsubordinated and Unsecured Notes (the **Senior Notes**)] *or* [Covered Notes] *or* [Subordinated Notes] *or* [Senior Non-Preferred Notes]], [**ISIN**], will be issued by the Issuer, Slovenská sporiteľňa, a.s., with its registered office at Tomášikova 48, 832 37 Bratislava, Identification No.: 00 151 653, LEI: 549300S2T3FWVVXWJI89, registered in the Commercial Register of the District Court Bratislava I, Slovak Republic, section: Sa, insert No.: 601/B (the **Issuer**) in accordance with Act No. 530/1990 Coll., on Bonds, as amended (the **Bonds Act**) and in accordance with Act No. 566/2001 Coll. on Securities and Investment Services, as amended (the **Securities Act**)."
- 2. The wording of paragraph 9.1(b) "Status of obligations" shall be supplemented with the following text: "

or in case of Senior Non-Preferred Notes it shall be stated: [Obligations from the Senior Non-Preferred Notes constitute direct, general, unsecured and unconditional obligations of the Issuer with a lower ranking in bankruptcy in accordance with Section 180a(2) of Act No. 7/2005 Coll. on Bankruptcy and Restructuring, as amended, and rank pari passu among themselves and always rank at least pari passu with any other direct, general, unsecured, unconditional and any obligations of the Issuer with the same ranking in bankruptcy, present and future, save for those obligations of the Issuer as may be stipulated by mandatory provisions of law. All obligations from the Senior Non-Preferred Notes are unsecured and no provisions or guarantees increasing the seniority of the Senior Non-Preferred Notes apply to them, whether by the Issuer, its affiliates or any other person. Each Holder acknowledges and explicitly agrees that if the Issuer gets into a crisis situation under Act No. 371/2014 Coll. on the resolution of crisis situations on the financial market, as amended, including related regulations, the obligations of the Issuer from the Senior Non-Preferred Notes may be subject to measures for resolution of the crisis situation of the Issuer or its group, mainly to the capitalisation measure, as a result of which the obligations from the Senior Non-Preferred Notes may be modified or terminated, or converted into the registered capital of the Issuer. This can result in the Holders losing a part or their whole investment in the Senior Non-Preferred Notes. The Holders do not have the right to set off their claims under the Senior Non-Preferred Notes against the Issuer and at the same time the Issuer does not have the right to set off its claims against the Holders under the Senior Non-Preferred Notes.]"

3. The wording of the second paragraph 9.1(e)(i) shall be supplemented with the provision on the repurchase of the Senior Non-Preferred Notes and the revised paragraph has the following wording: "

[Repurchase – [The Issuer has the right to purchase any of the Notes on the secondary market at any market price any time prior to the Principal Amount Maturity Date. The Notes purchased by the Issuer cease to exist.] or [only in case of Subordinated Notes included in Tier 2 capital of the Issuer: The Issuer may buy back all or only some of the Notes only if the conditions under Articles 63, 77, 78 and related provisions of the CRR have been satisfied, and the authorisation of the competent supervisory authority obtained. The Notes purchased by the Issuer cease to exist.] or [only in case of Covered Notes: The Issuer has the right to purchase any of the Notes on the secondary market at any market price any time prior to the Principal Amount Maturity Date. The Notes purchased by the Issuer shall not cease to exist and the Issuer may keep and resell them.] or [only in case of Senior Non-Preferred Notes: The Issuer may buy back all or some of the Notes only if the conditions under the requirements of the CRR applicable and effective at that time regarding the eligible liabilities and their buy-back are satisfied, and the authorisation of the competent supervisory authority has been obtained. [The Issuer may also buy back all or some of the Notes with the remaining maturity of less than one year, if they are already excluded from the minimum requirement for eligible liabilities due to this shorter maturity.] The Notes purchased by the Issuer shall cease to exist.]]"

4. The wording of the first paragraph 9.1(e)(ii) shall be supplemented with the provision on the early redemption of the Senior Non-Preferred Notes decided by the Issuer and the revised paragraph has the following wording: "

- [Early redemption of the Notes decided by the Issuer [[The Issuer is, on the basis of its (ii) decision, entitled to early redeem all (not only some) Notes issued and outstanding as of [Early Redemption Date(s)] (the Early Maturity Date). The Issuer is obliged to announce such decision to the Holders in accordance with paragraph 9.1(1) no sooner than 60 days and no later than 30 days prior to the relevant Early Maturity Date.] [only in case of Subordinated Notes included in Tier 2 capital of the Issuer: If there is a change in the regulatory classification of the Notes or in the applicable tax terms in respect of the Notes, in each case referred to in Article 78(4) of the CRR, the Issuer may, by a written notice addressed to the Holders, determine that all (and not only some) Notes may become early redeemable as of [Early Redemption Date(s)] (the Early Maturity Date). The Issuer is obliged to announce such decision to the Holders in accordance with paragraph 9.1(1) no sooner than 60 days and no later than 30 days prior to the relevant Early Maturity Date. The Issuer may exercise this right only if the conditions under Articles 63, 77, 78 and related provisions of the CRR are satisfied, and the authorisation of the competent supervisory authority has been obtained.] [only in case of Senior Non-Preferred Notes: If there is a change in the regulatory classification of the Notes or in the applicable tax terms in respect of the Notes, in each case as will be provided in the relevant provisions of the CRR applicable and effective at that time, the Issuer may, by a written notice addressed to the Holders, determine that all (and not only some) Notes may become early redeemable as of [Early **Redemption Date(s)**] (the **Early Maturity Date**). [The Issuer may also, by a written notice addressed to the Holders, determine that all (and not only some) Notes may become early redeemable as of [Early Redemption Date(s)] in case of the Notes with the remaining maturity of less than one year, if they are already excluded from the minimum requirement for eligible liabilities due to this shorter maturity.] The Issuer is obliged to announce such decision to the Holders in accordance with paragraph 9.1(1) no sooner than 60 days and no later than 30 days prior to the relevant Early Maturity Date. The Issuer may exercise this right only if the conditions under the relevant provisions of the CRR applicable and effective at that time are satisfied, and the authorisation of the competent supervisory authority has been obtained.]"
- 5. The wording of paragraph 9.3(c): "Additional Information" shall be deleted and replaced in its entirety by the following text: "
- (c) **Credit Rating of the Issuer and Notes.** Credit rating assigned to the Issuer by credit rating agency Moody's Investors Service: Long-term rating of the Issuer A2 stable outlook, Long-term deposits A2 stable outlook, Short-term deposits P-1, Counterparty Risk (long-term/short-term) Assessments A1/P-1, Baseline Credit Assessment/Adjusted Baseline Credit Assessment baa2/baa1. [**Credit Rating assigned to the Notes** [The Notes are not rated.] *or* [**Credit Rating**]] Moody's Investors Service is a credit rating agency established in the European Union and registered under the CRA Regulation."

# IX. CHANGES IN PART 10, FORM OF FINAL TERMS:

1. The wording of part A, paragraph 9.1(a) "Basic information, form and manner of issue of the Notes", item "Type of Notes" shall be supplemented with the new type of Notes, the "Senior Non-Preferred Notes", and the revised item "Type of Notes" has the following wording: "

9.1(a) Basic information, form and manner of issue of the Notes

Type of Notes	[● (selection of option from the Common Terms)
	[Unsubordinated and Unsecured Notes (the <b>Senior Notes</b> )] <i>or</i> [Covered Notes] <i>or</i> [Subordinated Notes] <i>or</i> [Senior Non-Preferred Notes]]

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The wording of part A, paragraph 9.1(b) "Status of obligations" shall be supplemented with the following 2. text: "

#### 9.1(b) Status of obligations

Repurchase:

Status of obligations	or in case of Senior Non-Preferred Notes it shall be stated:
Status of congations	[Obligations from the Senior Non-Preferred Notes constitute direct, general, unsecured and unconditional obligations of the Issuer with a lower ranking in bankruptcy in accordance with Section 180a(2) of Act No. 7/2005 Coll. on Bankruptcy and Restructuring, as amended and rank <i>pari passu</i> among themselves and always rank at least <i>pari passu</i> with any other direct, general, unsecured, unconditional and any obligations of the Issuer with the same ranking in bankruptcy, present and future, save for those obligations of the Issuer as may be stipulated by mandatory provisions of law. All obligations from the Senior Non-Preferred Notes are unsecured and no provisions or guarantees increasing the seniority of the Senior Non-Preferred Notes apply to them, whether by the Issuer, its affiliates or any other person. Each Holder acknowledges and explicitly agrees that if the Issuer gets into a crisis situation under Act No. 371/2014 Coll. on the resolution of crisis situations, the obligations of the Issuer from the Senior Non-Preferred Notes may be subject to measures for resolution of the crisis situation of the Issuer or its group, mainly to
	the capitalisation measure, as a result of which the obligations from the Senior Non-Preferred Notes may be modified or terminated, or
	converted into registered capital of the Issuer. This can result in the Holders losing a part or their whole investment in the Senior Non-
	Preferred Notes. The Holders do not have the right to set-off their claims under the Senior Non-Preferred Notes against the Issuer and at
	the same time the Issuer does not have the right to set-off its claims against the claims of the Holders under the Senior Non-Preferred
	Notes.]

The wording of part A, paragraph 9.1(e) "Maturity of the Notes", item "Repurchase" shall be supplemented 3. with the provision on the repurchase of the Senior Non-preferred Notes and the revised item has the following wording: "

(selection of option from the Common Terms) [The Issuer has the right to purchase any of the Notes on the secondary market at any market price any time prior to the Principal Amount Maturity Date. The Notes purchased by the Issuer cease to exist.] or [only in case of Subordinated Notes included in Tier 2 capital of the Issuer: The Issuer may buy back all or only some of the Notes only if the conditions under Articles 63, 77, 78 and related provisions of the CRR have been satisfied, and the authorisation of the competent supervisory authority obtained. The Notes purchased by the Issuer cease to exist.] or [only in case of Covered Notes: The Issuer has the right to purchase any of the Notes on the secondary market at any market price any time prior to the Principal Amount Maturity Date. The Notes purchased by the Issuer shall not cease to exist and the Issuer may keep and resell them.] or [only in case of Senior Non-preferred Notes: The Issuer may buy back all or only some of the Notes only if the conditions under the requirements of the CRR applicable and effective at that time regarding the eligible

liabilities and their buy-back are satisfied, and the authorisation of the competent supervisory authority has been obtained. [The Issuer may also buy back all or some of the Notes with the remaining maturity of less than one year, if they are already excluded from the minimum requirement for eligible liabilities due to this shorter maturity.] The Notes purchased by the Issuer cease to exist.]]

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4. The wording of part A, first paragraph 9.1(e) "Maturity of the Notes", item "Early redemption of the Notes decided by the Issuer" shall be supplemented with the provision on the repurchase of the Senior Non-preferred Notes and the revised item has the following wording: "

Early redemption of the Notes decided by the Issuer

[● (selection of option from the Common Terms)

[[The Issuer is, on the basis of its decision, entitled to early redeem all (and not only some) Notes issued and outstanding as of [Early Redemption Date(s)] (the Early Maturity Date). The Issuer is obliged to announce such decision to the Holders in accordance with paragraph 9.1(1) no sooner than 60 days and no later than 30 days prior to the relevant Early Maturity Date.] [only in case of Subordinated Notes included in Tier 2 capital of the Issuer: If there is a change in the regulatory classification of the Notes or in the applicable tax terms in respect of the Notes, in each case referred to in Article 78(4) of the CRR, the Issuer may, by a written notice addressed to the Holders, determine that all (and not only some) Notes may become early redeemable as of [Early Redemption Date(s)] (the Early Maturity Date). The Issuer is obliged to announce such decision to the Holders in accordance with paragraph 9.1(1) no sooner than 60 days and no later than 30 days prior to the relevant Early Maturity Date. The Issuer may exercise this right only if the conditions under Articles 63, 77, 78 and related provisions of the CRR are satisfied, and the authorisation of the competent supervisory authority has been obtained.] [only in case of Senior Non-preferred Notes: If there is a change in the regulatory classification of the Notes or in the applicable tax terms in respect of the Notes, in each case as will be provided in the relevant provisions of the CRR applicable and effective at that time, the Issuer may, by a written notice addressed to the Holders, determine that all (and not only some) Notes may become early redeemable as of [Early Redemption Date(s)] (the Early Maturity Date). [The Issuer may also, by a written notice addressed to the Holders, determine that all (and not only some) Notes may become early redeemable as of [Early Redemption Date(s)] in case of the Notes with the remaining maturity of less than one year, if they are already excluded from the minimum requirement for eligible liabilities due to this shorter maturity.] The Issuer is obliged to announce such decision to the Holders in accordance with paragraph 9.1(l) no sooner than 60 days and no later than 30 days prior to the relevant Early Maturity Date. The Issuer may exercise this right only if the conditions under the relevant provisions of the CRR applicable and effective at that time are satisfied, and the authorisation of the competent supervisory authority has been obtained.]]

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# X. CHANGES IN PART 12, SLOVENSKÁ SPORITEĽŇA, A.S.:

1. The wording of part "Credit Rating" shall be deleted and replaced in its entirety by the following text: "

The table below sets out the credit ratings of the Issuer assigned to it by the credit rating agency Moody's Investors Service Ltd (the **Moody's**). Moody's provides a regular paid credit rating to the Issuer. The credit rating of the Issuer was assigned to the Issuer on 17 December 2018. Moody's was registered under the CRA Regulation on 31 October 2011.

Credit rating assigned by Moody's.

	Rating
Long-term rating of the Issuer	A2, stable outlook
Long-term deposits	A2, stable outlook
Short-term deposits	P-1
Counterparty Risk (long-term/short-term) Assessments	A1/P-1
Baseline Credit Assessment/Adjusted Credit Assessment	baa2/baa1

2. The wording of part "Information regarding new products/services" shall be deleted and replaced in its entirety by the following text: "

The Issuer has strengthened its digitalization activities. Almost all retail clients are already using the new version of George internet banking. The bank has also launched Google Pay service in collaboration with Google, which, among other things, allows payments by mobile phones via NFC technology."

3. The wording of part "Organisational Structure" shall be deleted and replaced in its entirety by the following text: "

The Issuer is a part of the Erste Group. The Erste Group is one of the largest and most significant bank groups focused on retail and corporate clients in Central and Eastern Europe. The Erste Group consists of Erste Group Bank AG (the parent company) and its individual subsidiaries included in the consolidation of the Erste Group Bank AG according to its direct or indirect share in them. The most significant members of the Erste Group are bank institutions in the countries of Central and Eastern Europe, i.e., Austria, Czech Republic, Slovak Republic, Romania, Hungary, Croatia, Serbia as well as the group of Austrian savings banks. The Issuer has been a member of the Erste Group since 2001. The parent company of the Issuer is Erste Group Bank AG, with its registered office at Am Belvedere 1, 1110 Vienna, Republic of Austria, FN 33209m (sometimes also referred to as Erste Holding), which holds a 100.00% share in the registered capital and the voting rights of the Issuer.

The most important subsidiaries of the Erste Group Bank AG.

	Country	Direct Share of Erste Group Bank AG
Name	<u> </u>	
Erste Bank der oesterreichischen Sparkassen AG	Austria	100.00%
Česká spořitelna, a.s.	Czech Republic	98.97%
Slovenská sporiteľňa, a.s.	Slovakia	100.00%
Banca Comercială Română S.A.	Romania	99.88%
Erste Bank Hungary Zrt.	Hungary	85.00%
Erste & Steiermärkische Bank d. d. (1)	Croatia	59.02%
Erste Bank a. d. Novi Sad <sup>(2)</sup>	Serbia	74.00%

#### Note:

(1) After taking into account the indirect shares, it is 69.26%.

(2) After taking into account the indirect shares, it is 80.50%.

4. The wording of part "Shareholdings of Slovenská sporiteľňa, a.s. in other Slovak and foreign entities" shall be deleted and replaced in its entirety by the following text: "

Selected companies with a significant direct and indirect share held by Slovenská sporiteľňa, a.s. as at 31 December 2018.

	Registered capital (EUR)	Issuer's share
Subjekt		
Procurement Services SK, s.r.o.	6,500.00	51.00%
Prvá stavebná sporiteľňa, a.s. (1)	66,500,000.00	9.98%
Slovak Banking Credit Bureau, s.r.o.	9,958.17	33.33%
Holding Card Service, spol. s r.o. (2)	772,584,000.00	24.62%
Služby SLSP, s.r.o.	5,000.00	100.00%
Realitná spoločnosť Slovenskej sporiteľne, a.s. (3)	29,672.00	100.00%
LANED a.s. (3)	11,520,390.00	100.00%

#### 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) Stated in CZK.
- $(3) \qquad \text{The indirect property interest of the Issuer through the company Služby SLSP, s.\ r.\ o.}$
- 5. The wording of part "Trend Information" shall be deleted and replaced in its entirety by the following text: "

Since the date of publication of the audited consolidated financial statements of the Issuer for the year ending on 31 December 2018 prepared in accordance with IFRS, the Issuer's prospects have not been affected by any material negative changes.

The General Meeting of the Issuer held on 27 March 2019 approved the after tax business results of EUR 180,175,991 and decided to pay a dividend to the shareholder in the amount of EUR 87,607,515.32.

Macroeconomic conditions, market environment, as well as the legislation and regulation applicable to all financial institutions in the Slovak Republic and the Eurozone have impact on the Issuer and its business. Except for this, there are no known trends, uncertainties, requirements, liabilities or events that could reasonably be considered to have an impact on the Issuer's prospects in the current financial year."

6. The wording of part "Administrative, Management and Supervisory Bodies of Slovenská sporiteľňa, a.s." shall be in the part "Supervisory Board" deleted and replaced in its entirety by the following text: "

The Supervisory Board is the supreme control body of the Issuer; it supervises the execution of powers of the Board of Directors and the performance of business activities. The Supervisory Board consists of three to six members. Two-thirds of its members are elected by the General Meeting and one-third by the Issuer's employees. Members of the Supervisory Board are elected for a five-year term. The Supervisory Board elects its Chairman and Deputy Chairman from among its members.

Member of the Supervisory Board of Slovenská sporiteľňa, a.s.

	Position held
Name and surname	
Mag. Gernot Mittendorfer	Chairman
Mag. Jan Homan	Deputy Chairman
Paul Formanko, MBA	Member
Mgr. Alena Adamcová	Member
Mag. Tatiana Knošková	Member

All of the members of the Issuer's Supervisory Board have professional qualifications for the performance of their positions, none of them holds any share in the Issuer's business and none of them has been convicted of a property crime. No member of the Supervisory Board conducts business, or activities outside the Issuer, which would be significant with regard to the Issuer's activities."

- 7. The wording of part "Financial Information Concerning Assets and Liabilities, Financial Situation and Profit and Loss of Slovenská sporitel'ňa, a.s." shall be in the part "Historical financial information and financial statements" supplemented with the paragraph, which will be the third paragraph in the order: "
  - The audited consolidated financial statements of the Issuer for the year ended 31 December 2018 in accordance with IFRS are incorporated by reference and form part of the 2018 Annual Report (see section "List of Cross-References Incorporated in the Prospectus" of the Prospectus) and is available on the Issuer's website www.slsp.sk."
- 8. The wording of part "Financial Information Concerning Assets and Liabilities, Financial Situation and Profit and Loss of Slovenská sporiteľňa, a.s." shall be in the part "Audit of historical annual financial information" deleted and replaced in its entirety by the following text: "
  - The consolidated financial statements of the Issuer for the year 2018 in accordance with IFRS were audited by PricewaterhouseCoopers Slovensko, s.r.o."
- 9. The wording of part "Financial Information Concerning Assets and Liabilities, Financial Situation and Profit and Loss of Slovenská sporiteľňa, a.s." shall be in the part "Significant Change in the Issuer's Financial Position" deleted and replaced in its entirety by the following text: "
  - Since the date of compilation of the audited consolidated financial statements of the Issuer prepared in accordance with IFRS for the year ended 31 December 2018, no significant changes or facts have occurred in the financial or business position of the Issuer or companies included in the Issuer's consolidation, with the exception of the acquisition of the leasing company S Slovensko, spol. s r.o. with the total asset value of EUR 163.7 million from the company Erste Group Bank AG, by which the Issuer became its 100.00% owner on 1 March 2019."

## **Issuer's Declaration**

The Issuer, represented by Ing. Richardom Košecký and Ing. Róbert Herbec, being the authorised persons, represents that it is solely responsible for the information provided in this Prospectus Supplement.

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

In Bratislava on 23 April 2019.	
Slovenská sporiteľňa, a.s.	
Ing. Richard Košecký	Ing. Róbert Herbec
Authorised person	Authorised person