

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

23 January 2023



**Slovenská sporiteľňa, a.s.**

Aggregate Amount of the Offer: EUR 500,000,000

Name of the Notes: European Covered Bonds (Premium) SLSP 2026 II (in Slovak: *Európske kryté dlhopisy (prémiové) SLSP 2026 II*)

issued under the Debt Securities Issuance Programme in accordance with the base prospectus dated 28 March 2022.

Issue Price: 99.698%

ISIN: SK4000022398

These Final Terms prepared under Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the **Prospectus Regulation**) shall be assessed and construed in conjunction with the base prospectus (the **Prospectus**) to the debt securities issuance programme, which will be continuously or repeatedly issued by Slovenská sporiteľňa, a.s. (the **Issuer**) and any amendment thereto in order to obtain all relevant information. The Final Terms, including the used defined terms, must be read in conjunction with the Section 8. (Conditions of the Notes) contained in the Prospectus.

The risk factors related to the Issuer and the Notes are listed in Section 2. of the Prospectus “*Risk Factors*”.

The Prospectus and any Prospectus Supplements are available in electronic form on the Issuer's website [www.slsp.sk/sk/investori/dlhopisy](http://www.slsp.sk/sk/investori/dlhopisy) and/or [www.slsp.sk/en/investors/bonds](http://www.slsp.sk/en/investors/bonds). The information regarding the Issuer and the Offer of the Notes is only complete when read in conjunction with these Final Terms and the Prospectus.

The Prospectus was approved by the National Bank of Slovakia by its decision 100-000-278-357 / NBS1-000-070-816 dated 31 March 2022. The Prospectus Supplement No. 1 was approved by the National Bank of Slovakia by its decision 100-000-381-497 / NBS1-000-075-965 dated 30 August 2022. The Prospectus Supplement No. 2 was approved by the National Bank of Slovakia by its decision 100-000-418-197 / NBS1-000-078-072 dated 10 November 2022. The Prospectus Supplement No. 3 was approved by the National Bank of Slovakia by its decision 100-000-421-980 / NBS1-000-078-375 dated 23 November 2022. The Prospectus Supplement No. 4 was approved by the National Bank of Slovakia by its decision 100-000-452-136 / NBS1-000-080-387 dated 16 January 2023.

If the Final Terms are translated into another language and there are any interpretation discrepancies between the Final Terms in Slovak and the Final Terms translated into another language, the Slovak language version of the Final Terms shall prevail.

**MiFID II Product Governance / Eligible Counterparties and Professional Investors Only Target Market**

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, as amended (**MiFID II**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **Distributor**) should take into consideration the manufacturers' target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

### UK MiFIR Product Governance / Eligible Counterparties and Professional Investors Only Target Market

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**), and professional clients, as defined in Regulation (EU) No 600/2014 of 15 May 2014 on markets in financial instruments, as amended, as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **Distributor**) should take into consideration the manufacturers' target market assessment; however, a Distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

### MiFID II Prohibition of Sales to Retail Investors in the European Economic Area

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). Consequently no key information document required by Regulation (EU) No 1286/2014, as amended (the **PRIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of the Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, as amended (**MiFID II**); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation.

### Prohibition of Sales to Retail Investors in the United Kingdom

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (**FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (**the UK PRIIPs Regulation**) for offering or selling the Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

## PART A: PROVISIONS SUPPLEMENTING THE CONDITIONS OF THE NOTES

*This part of the Final Terms together with paragraphs 1 – 13 of Section 8. (Conditions of the Notes) shall constitute the terms and conditions of the relevant issue of the Notes.*

### 1. Currency, Denomination, Form, Certain Definitions

Type of Notes:	covered bonds (in Slovak: <i>kryté dlhopisy</i> ) (the <b>Covered Notes</b> )
ISIN:	SK4000022398
CFI:	DBFSFB
FISN:	Slospo/3.25 BD 20260112

## Informative English Language Translation of the Final Terms

Common Code:	–
Depository:	Centrálny depozitár cenných papierov SR, a.s., with its registered office at ul. 29. augusta 1/A, 814 80 Bratislava, Slovak Republic
Principal Amount:	EUR 100,000
Currency:	EUR
Name:	European Covered Bonds (Premium) SLSP 2026 II (in Slovak: <i>Európske kryté dlhopisy (prémiové) SLSP 2026 II</i> )
Aggregate Amount of the Issue:	EUR 500,000,000
Estimated Net Proceeds from the Issue:	EUR 497,615,000
Aggregate Amount of the Offer:	EUR 500,000,000
Issue Price in %:	99.698%
Information about the Accrued Interest:	–
Issue Date:	30 January 2023
Admission to Trading:	The Issuer will submit an application to Burza cenných papierov v Bratislave, a.s., with its registered office at Vysoká 17, 811 06 Bratislava, Slovak Republic, IČO: 00 604 054, for the admission of the Notes to trading on its regulated market: regulated free market. Estimate of aggregate expenses regarding the admission to trading: EUR 5,000.

### 2. Status

Status:	Obligations from the Notes constitute direct, general, secured, unconditional and unsubordinated obligations of the Issuer which rank <i>pari passu</i> among themselves and always rank at least <i>pari passu</i> with any other direct, general, similarly secured, unconditional and unsubordinated obligations of the Issuer, present and future, save for those obligations of the Issuer as may be stipulated by a mandatory provision of law.
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### 4. Interest

Determination of Interest:	The Notes bear a fixed interest rate throughout their life, in the amount of 3.25% p. a.
Yield to Maturity:	3.36% p. a.
Interest Payment Frequency:	annually
Interest Payment Date(s):	12 January in each year (first short coupon)

## Informative English Language Translation of the Final Terms

First Interest Payment Date:	12 January 2024
Convention:	Act/Act (ICMA)
Screen Page:	–
Relevant Value:	–

### 5. Maturity

Method of Redemption:	Unless the Notes are redeemed earlier or repurchased by the Issuer and thus cease to exist, as defined below, the Principal Amount in single instalment (bullet) shall be repaid
Maturity Date:	on 12 January 2026 (the <b>Principal Amount Maturity Date</b> ), save that the Principal Amount Maturity Date in bankruptcy, involuntary administration or resolution of the Issuer can be extended for a maximum 12 (twelve) months and thereafter under certain conditions for additional 12 (twelve) months in each case in accordance with the statutory requirements for the soft bullet extension under Section 82 of the Act on Banks and other applicable laws.
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 shall not cease to exist and the Issuer may keep and resell them.
Early Redemption of the Notes Decided by the Issuer:	The Issuer may not, on the basis of its decision, redeem the Notes early.
Early Redemption of the Notes with Target Redemption upon Reaching the Target Interest Amount:	The Notes do not have a target redemption upon reaching a certain amount of interest.

### 6. Payments

Financial Centre:	Bratislava, TARGET
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### 8. Taxation

Gross-up:	The Issuer will not be obliged to pay any additional sums to the recipient for the reimbursement of these withholdings, taxes, levies or charges.
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**PART B: PROVISIONS SUPPLEMENTING CONDITIONS OF THE OFFER AND OTHER INFORMATION**

**9.1 Conditions of the Offer**

Type of Offer:	in an offer that is not subject to the obligation to publish the Prospectus
Form of Offer:	as a syndicated issue through (i) Commerzbank Aktiengesellschaft, Kaiserstraße 16 (Kaiserplatz), 603111 Frankfurt am Main, Germany; (ii) Erste Group Bank AG, Am Belvedere 1, 1100 Vienna, Austria; (iii) Landesbank Hessen-Thüringen Girozentrale, Neue Mainzer Straße 52-58, 60311 Frankfurt am Main, Germany; (iv) Landesbank Baden-Württemberg, Am Hauptbahnhof 2, 70173 Stuttgart, Germany and (v) Norddeutsche Landesbank – Girozentrale –, Friedrichswall 10, 30159 Hannover, Germany acting as joint lead managers with respect to the Notes (together, the <b>Joint Lead Managers</b> )
Offer is Addressed to:	qualified investors
Offer Commencement Date:	23 January 2023
Offer Termination Date:	23 January 2023
Description of the Application Procedure:	Applications should be made through the Joint Lead Managers.
Settlement Date:	30 January 2023
Minimum and Maximum Amount of the Order:	–
Expenses Charged to Investors:	No expenses will be charged to investors with regard to the subscription of the Notes.
Manner of Satisfying Orders:	in accordance with the allocation policy of the Issuer and Joint Lead Managers, the orders can be scaled back
Distribution Method:	The Joint Lead Managers will distribute the Notes in the Slovak Republic and also outside the Slovak Republic in one or several manners to which the obligation to publish a prospectus does not apply.
Prohibition of Sales to Retail Investors in the European Economic Area:	yes
Prohibition of Sales to Retail Investors in the United Kingdom:	yes
All regulated markets or equivalent markets in which, to the Issuer's knowledge, bonds of the same class as the Notes to be offered or admitted to trading are already admitted to trading:	–

**9.2 Additional Information**

Stabilisation Manager:	No Stabilisation Manager has been appointed in connection with the issue of the Notes.
Description of other Interests:	Subscription Agreement between Issuer and the Joint Lead Managers will be signed on 26 January 2023.  The Joint Lead Managers and/or their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.  Unless stated above, as far as the Issuer is aware, no other person has an interest material to the issue / offer of the Notes.
Third-party Information and Experts' Reports:	–
Provisions Relating to Sustainable Notes, Including the Use of Proceeds:	–
Credit Rating Assigned to the Notes:	It is expected that the Notes will be rated Aaa by Moody's Deutschland GmbH.
Information on other advisors:	–

In Bratislava on 23 January 2023.

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Róbert Herbec  
 Authorised Person  
 Slovenská sporiteľňa, a.s.

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Katarína Podolská  
 Authorised Person  
 Slovenská sporiteľňa, a.s.