

## Final Terms

### PROHIBITION OF SALES TO RETAIL INVESTORS IN THE EUROPEAN ECONOMIC AREA

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

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

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

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

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

**Česká spořitelna, a.s.**

Fixed to Floating Non-Preferred Senior Notes in the anticipated aggregate nominal amount of CZK 6 billion with the possibility of increase to up to CZK 12 billion due 12 July 2027 callable 12 July 2026 (the "**Notes**")

issued pursuant to the

**Multi Issuer EMTN Programme**

of

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

Issue Price: 100 per cent.

Issue Date: 12 July 2022

Series No.: 2

Tranche No.: 1

**IMPORTANT NOTICE**

These Final Terms have been prepared for the purpose of Article 8 of the Regulation (EU) 2017/1129, as amended and must be read in conjunction with the base prospectus consisting of separate documents (i.e. (i) the securities note dated 2 December 2021 (the "**Securities Note**") and (ii) the registration document of Česká spořitelna, a.s. (the "**Issuer**") dated 2 December 2021, and its supplements) (the "**Prospectus**") pertaining to the Multi Issuer EMTN Programme (the "**Programme**"). The Prospectus and any supplements thereto are available for viewing in electronic form on the Issuer's website ("[www.csas.cz/en/documents-to-download#/1017/Multi-Issuer-Programme](http://www.csas.cz/en/documents-to-download#/1017/Multi-Issuer-Programme)"). Full information on the Issuer and the Notes is only available on the basis of the combination of the Prospectus, any supplements thereto and these Final Terms.

## PART A – TERMS AND CONDITIONS OF THE NOTES

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

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

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

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

#### Issuer

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

#### Currency and Denomination

Specified Currency	Czech crowns (" <b>CZK</b> ")
Aggregate Principal Amount	CZK 6,000,000,000
Aggregate Principal Amount in words	Czech crowns six billion
Specified Denomination	CZK 3,000,000

#### Form of the Notes

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

- Certificated notes (in Czech "*listinné dluhopisy*") which are issued to the order of the respective Holder under the Czech Act on Bonds (Act No. 190/2004 Coll., as amended) and which are represented by the Global Note which is an immobilised security
- Dematerialised registered book-entry notes (in Croatian "*nematerijalizirani vrijednosni papiri na ime*") issued as dematerialised registered book-entry securities
- Book-entry notes (in Slovak "*zaknihované cenné papiere*") issued in bearer form (in Slovak "*na doručiteľa*")
- Dematerialised registered securities (in Hungarian "*dematerializált, névre szóló értékpapírok*")

#### Other information

<ul style="list-style-type: none"> <li>■ Any other information required to be included under Czech law (in particular the Czech Act on Bonds)</li> </ul>	Not applicable
Time limit for the subscription of the Notes	Notes will be subscribed on the Issue Date and during the issue period until 12 July 2023
The Issuer has decided that the Notes will be issued in total nominal value which is greater than the anticipated nominal value	Applicable
The Issuer has decided that the Notes will be issued up to the anticipated total nominal value of Notes	Not applicable
Method and place of the subscription of the Notes	Notes will be subscribed on a basis of an agreement concluded between the relevant subscriber and the Issuer and on a basis of a payment of the Issue Price by the subscriber.
Method and deadline for the delivery of the Notes	Subscribed Notes will be subscribed to the subscriber's relevant securities account within 2 Business Days from payment of the Issue Price.
Method and place of payment of the issue price for the subscribed Notes	Method and place of payment of the Issue Price will be determined on a basis of an agreement between the relevant subscriber and the Issuer.
Information about the persons which are involved in the administration of the issue of the Notes	Issue of the Notes will be solely administered by the Issuer.

## Statement regarding supervision

Neither the issuance of the Notes nor, in relation to the approval of the Prospectus consisting of separate documents (i.e. the Securities Note and the Registration Document), Česká spořitelna, a.s., as an issuer, are subject to the supervision of the Czech National Bank.

### Business Day

- Specified Currency is Euro
- Specified Currency is not Euro
  - Relevant Financial Centre
- TARGET

Prague

### STATUS (§ 2)

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

### INTEREST (§ 3)

- Fixed Rate Notes (Option I)**
- Floating Rate Notes (Option II)**
- Fixed to Fixed Rate Notes (Option III)**
- Fixed to Floating Rate Notes (Option IV)**

#### Fixed Rate Interest Periods (§ 3 (1))

Interest Commencement Date	12 July 2022
Fixed Rate of Interest	7.41 per cent. <i>per annum</i>
<input type="checkbox"/> Short or long first or last Fixed Rate Interest Period	
Regular fixed rate interest payments	Annually
Fixed Rate Interest Payment Dates	12 July in each year
First Fixed Rate Interest Payment Date	12 July 2023
Reset Date	12 July 2026
Fixed Rate Day Count Fraction	
<input type="checkbox"/> Actual/Actual (ICMA)	
Fixed Rate Determination Date(s)	
<input type="checkbox"/> Actual/Actual (ISMA/Hungarian Bonds)	
<input type="checkbox"/> Actual/365 (Fixed)	

- Actual/360
- 30/360, 360/360 or Bond Basis
- 30E/360 or Eurobond Basis

**Floating Rate Interest Periods (§ 3 (2))**

Floating Interest Payment Dates

12 January 2027, 12 July 2027

- Short or long first or last Floating Rate Interest Period

Floating Rate Business Day Convention

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

Floating Rate of Interest

Reference Rate plus Margin

- Margin
  - plus
  - minus
- Factor

1.45 per cent. *per annum*

Interpolation<sup>1</sup>

Not applicable

EURIBOR

Reference Rate is an IBOR other than EURIBOR

Original Benchmark Rate

6-month PRIBOR

Screen Page

Reuters Screen Service PRBO page

Time of the Screen Page Determination

11:00 a.m. (Prague time)

Financial centre and time

11:00 a.m. (Prague time)

City of the interbank market

Prague

Interest Determination Date

12 July 2026

<sup>1</sup> Only applicable in the case of a short or long first or last interest period

Reference Banks	Four major banks in the Prague interbank market
Minimum number of Reference Banks offering quotations for the Reference Rate for determinations of the Calculation Agent	Two
Rounding method for Calculation Agent's determinations	to the nearest one hundred of a percentage point, with 0,005 being rounded upwards
Day count basis for the Original Benchmark Rate in the Specified Currency	Actual/ 360 Day Count Basis
<ul style="list-style-type: none"> <li>■ Interest Determination Business Day <ul style="list-style-type: none"> <li>■ Business Days as defined in § 1 (6)</li> <li><input type="checkbox"/> Relevant Financial Centre(s)</li> <li><input type="checkbox"/> TARGET</li> <li><input type="checkbox"/> Other</li> </ul> </li> </ul>	
Floating Rate Day Count Fraction	
<input type="checkbox"/> Actual/Actual (ICMA) Floating Rate Determination Date(s)	
<input type="checkbox"/> Actual/Actual (ISMA/Hungarian Bonds)	
<input type="checkbox"/> Actual/365 (Fixed)	
<input checked="" type="checkbox"/> Actual/360	
<input type="checkbox"/> 30/360, 360/360 or Bond Basis	
<input type="checkbox"/> 30E/360 or Eurobond Basis	
Reference Rate applicable to the first Floating Rate Interest Period for purposes of clause (iii) of the definition of the term "Reference Rate" in § 3 (2) (b)(iii) and § 3 (2) (e)(v)	5.96 per cent. <i>per annum</i>

#### **PAYMENTS (§ 4)**

##### Business Day Convention

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

## REDEMPTION (§ 5)

### Redemption at Maturity

Maturity Date

the Interest Payment Date falling on or around 12 July 2027

### Early Redemption at the Option of the Issuer

Yes

Minimum Notice Period

15 Business Days

Maximum Notice Period

45 Business Days

Optional Redemption Date(s)

12 July 2026

### Early Redemption for Regulatory Reasons

Minimum Notice Period

15 Business Days

Maximum Notice Period

45 Business Days

### Early Redemption following an MREL disqualification event (§ 5 (3)(a)(ii))

Not applicable

### Early Redemption for Reasons of Taxation

No

## PAYING AGENT AND CALCULATION AGENT (§ 6)

### ■ Principal Paying Agent

Erste Group Bank AG

Banca Comercială Română S.A.

■ Česká spořitelna, a.s.

Slovenská sporiteľňa, a.s.

Erste Bank Hungary Zrt.

Other

Additional or other Paying Agents and specified offices

### ■ Calculation Agent

Erste Group Bank AG

Banca Comercială Română S.A.

■ Česká spořitelna, a.s.

Slovenská sporiteľňa, a.s.

Erste & Steiermärkische Bank d.d.

Erste Bank Hungary Zrt.

Other

## Notices (§ 10)

Website where Notices will be published

Not applicable

## MEETING OF HOLDERS, MODIFICATIONS AND WAIVER (§ 11)

Applicable

■ Not applicable



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

### Governing Law

- German law (save for the provisions of § 2 which shall be governed by Austrian/Romanian/Croatian/Slovak/Czech/Hungarian law)
- Austrian law
- Romanian law
- Croatian law
- Slovak law
- Czech law
- Hungarian law

## PART B – OTHER INFORMATION

### ESSENTIAL INFORMATION

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

So far as the Issuer is aware, no person involved in the issue or offering of the Notes has an interest material to the issue or the offering.

- Other Interests, including conflicts of interest

#### Estimated net amount of the proceeds

CZK 6,000,000,000

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

#### Securities Codes

- ISIN CZ0003707291
- Common Code
- German Security Code (WKN)
- Any Other Security Code

#### Issue Yield to the Reset Date

7.41 per cent. *per annum* until the Reset Date (in case there is no early redemption).

#### Issue charge

Not applicable

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

Not applicable

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

Resolution of the Issuer's Board of Directors dated 7 June 2022 and resolution of the Issuer's Supervisory Board dated 13 June 2022.

### PLACING AND UNDERWRITING

#### Method of Distribution

- Non-Syndicated
- Syndicated

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

- Managers
- Firm Commitment
- Without Firm Commitment

- Stabilising Manager

Not applicable

### LISTING, ADMISSION TO TRADING AND DEALING ARRANGEMENTS

#### Listing

Yes

- Vienna - Official Market
- Bucharest - Spot Regulated Market
- Budapest - Regulated Market

- Prague - Regulated Market
- Bratislava - Regulated Market
- Zagreb - Official Market

Listing Agent

- Česká spořitelna, a.s.
- Other

**Expected Date of Admission**

12 July 2022

Estimate of the total expenses related to the admission to trading

CZK 55,000

## **ADDITIONAL INFORMATION**

### **Ratings**

It is expected that the Notes will be rated as follows: S&P: A-, Fitch:A

S&P Global Ratings Europe Limited ("**S&P**") and Fitch Ratings Ireland Limited ("**Fitch**") are established in the European Union and are registered pursuant to Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, amended by Regulation (EC) No 513/2011 of the European Parliament and of the Council of 11 May 2011 (the "**CRA Regulation**").

The European Securities and Markets Authority ("**ESMA**") publishes on its website ([www.esma.europa.eu](http://www.esma.europa.eu)) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 of CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

### **Selling Restrictions**

- TEFRA C
- Non-TEFRA

Additional Selling Restrictions

Not applicable

### **Third Party Information**

The credit ratings have been extracted from S&P and Fitch. The Issuer confirms that such information has been accurately reproduced and that, as far as it is aware and is able to ascertain from information published by S&P and Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

### **Statement on benchmarks according to Article 29 (2) of the Benchmark Regulation:**

As of the Reset Date the amounts payable under the Notes are calculated by reference to the 6-months Prague Interbank Offered Rate (PRIBOR), which is provided by the Czech Financial Benchmark Facility ("**CFBF**"). As at the date of these Final Terms, CFBF is included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority (ESMA) pursuant to Article 36 of the Regulation (EU) 2016/1011.

Signed on behalf of the Issuer

By: Viktor Kotlán  
Function: Director of Balance Sheet Management

By: Eva Boušová  
Function: Head of Investment Portfolio and  
Liquidity Management

Duly authorised

Duly authorised