

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES 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 Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Notes 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.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – 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**). 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 Directive 2014/65/EU (as amended, the **MiFID II**); (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the **Insurance Distribution Directive**), 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 Regulation (EU) 2017/1129 (as amended, the **Prospectus Regulation**). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, 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.

Final Terms



365.bank, a. s.

(incorporated as a joint stock company under the laws of the Slovak Republic)

Legal Entity Identifier: 315700PLTAXHBHJP5J02

Title of the relevant Series of the Notes: EUR 50,000,000 3.500 per cent. Fixed to Floating Senior Preferred Notes due 2024

Series: 1, Tranche 1

Trade Date: 15 December 2021

ISIN: XS2425290900

issued under the EUR 1,500,000,000 Debt Securities Issuance Programme under the base prospectus dated 12 October 2021

Issue Price: 100 per cent

Issue Date: 22 December 2021

These Final Terms have been prepared for the purpose of Article 8(5) in connection with Article 25(4) of 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, as amended (the **Prospectus Regulation**) and must be read in conjunction with the information contained in the base prospectus dated 12 October 2021 (the **Base Prospectus**) and the supplement dated 16 November 2021, pertaining to the EUR 1,500,000,000 Debt Securities Issuance Programme of 365.bank, a. s. (the **Programme**). Complete information about 365.bank, a. s. and the offer of the Notes is only available on the basis of the combination of (i) these Final Terms (ii) the Base Prospectus and (iii) any supplement thereto. The Base Prospectus (and any supplement thereto) is available for viewing in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of the Issuer <https://365.bank/investors>.

The Base Prospectus was approved by the National Bank of Slovakia by its decision No.: 100-000-310-415 to file No.: NBS1-000-065-054 dated 18 October 2021. The supplement No. 1 was approved by the National Bank of Slovakia by its decision No.: 100-000-316-595 to file No.: NBS1-000-066-310 dated 22 November 2021.

Investors shall be aware that a supplement to the Base Prospectus may be published. Such a supplement will be published on the Issuer's website (<https://365.bank/investors>). In accordance with Article 23 of the Prospectus Regulation, where the Base Prospectus, to which the supplement applies, relates to an offer of Notes to the public, investors who have already agreed to purchase or subscribe for any Notes before such a supplement is published have the right, exercisable within two working days after the publication of such a supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period or the delivery of the Notes, whichever occurs first.

The Final Terms, including the used defined terms, must be read in conjunction with the Terms and Conditions contained in the Base Prospectus and section 7.3 *“Trading, Offer and Other Information”* in the Base Prospectus.

The risk factors related to the Issuer and the Notes are listed in section 3 of the Base Prospectus *“Risk Factors”*.

Part I.: Conditions

This Part I. of the Final Terms is to be read in conjunction with the set of Terms and Conditions that apply to the Notes (the **Terms and Conditions**) set forth in the Base Prospectus. Capitalised terms not otherwise defined herein shall have the meanings specified in the set of Terms and Conditions.

All references in this part of the Final Terms to numbered Articles and subparagraphs are to Articles and subparagraphs of the Terms and Conditions.

All provisions in the Terms and Conditions corresponding to items in the Final Terms which are either not selected or completed or which are deleted shall be deemed to be deleted from the Terms and Conditions applicable to the Notes (the **Conditions**).

DEFINITIONS (§ 1)		
<input checked="" type="checkbox"/>	Screen Page(s)	REUTERS Screen Page EURIBOR03 or each successor page.
	Clearing System	
<input checked="" type="checkbox"/>	Clearstream Banking, S.A., 42 Avenue JF Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg (" CBL ")	
<input checked="" type="checkbox"/>	Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium as Operator of the Euroclear System (" Euroclear ")	
<input type="checkbox"/>	Other Clearing System (specify)	
<input checked="" type="checkbox"/>	Interest Determination Date	means the
		second TARGET, financial centre Bratislava, Business Day prior to the commencement of the relevant Interest Period.
<input checked="" type="checkbox"/>	Business Day	TARGET2, financial centre Bratislava
<input type="checkbox"/>	Reference Rate	
<input checked="" type="checkbox"/>	Reference Interest Rate	means the offered quotation for the 3-month EURIBOR which appears on the Screen Page as of 11.00 a.m. (Bratislava time zone).
Fallback for a Reference Interest Rate in case of other than a Discontinuation Event		
	Period	3-months
	Relevant time / time zone	11.00 a.m. (Bratislava time zone)
	[Interest Determination Date] [Reference Rate Determination Date] [Observation Day] [determine other day]	Interest Determination Date
	Roundings	thousandth
	[0.0005] [0.00005] [0.000005] [insert other rounding rules] being rounded upwards) of such offered quotations	0.0005
	[however at least 0.00 per cent p.a.]	Not Applicable.
	[Interest Determination Date] [Reference Rate Determination Date] [Observation Day] [determine other day]	Interest Determination Date
	Financial Centre	in the Euro-Zone
	Reference Interest Rate	for the relevant Interest Period
	Reference Banks	the offices of not less than four major banks in the interbank market in the Euro-Zone.

Fallbacks for a Reference Interest Rate in case of a Discontinuation Event		
Reference Interest Rate replaced on	each relevant Interest Determination Date	
Calculation of	Rate of Interest	
Publication obligations	no other	
Procedures Determination Date	Not less than 3 Business Days prior to the Interest Determination Date relating to the next succeeding Interest Period	
Early Redemption	Not Applicable	
[Final Redemption Amount] [Early Redemption Amount]	Not Applicable	
Redemption Date	Not Applicable	
[Final][Early] Redemption Amount	Not Applicable	
Applicable [Rate of Interest] [Reference Interest Rate]	Not Applicable	
<input type="checkbox"/> [Reference Swap Rate] [other quotation]		
CURRENCY, DENOMINATION, ISSUE DATE, FORM, CUSTODY (§ 2)		
Series	1	
Tranche	1	
Currency – Denomination – Issue Date		
Issue Date	22 December 2021	
Aggregate Principal Amount	EUR 50,000,000.00	
Specified Denomination	EUR 100,000	
Form		
<input type="checkbox"/>	TEFRA C Permanent Global Note	
<input checked="" type="checkbox"/>	TEFRA D Temporary Global Note exchangeable for Permanent Global Note	
<input checked="" type="checkbox"/>	Signature of Principal Paying Agent	
<input type="checkbox"/>	Signed by Fiscal Agent	
<input type="checkbox"/>	Neither TEFRA D nor TEFRA C	
<input checked="" type="checkbox"/>	New Global Note (NGN)	
<input type="checkbox"/>	Classical Global Note (CGN)	

STATUS (§3)			
	<input checked="" type="checkbox"/>	Ordinary Senior Eligible Notes	
	<input type="checkbox"/>	Non-Preferred Senior Eligible Notes	
INTEREST (§ 4)			
	<input type="checkbox"/>	Fixed Rate Notes	
	<input type="checkbox"/>	Floating Rate Notes	
	<input checked="" type="checkbox"/>	Fixed to Floating Rate Notes	
		Fixed Interest	
(1) a)		Fixed Rate of Interest	3.500 per cent <i>per annum</i>
		Interest Commencement Date	22 December 2021
		Fixed Coupon Date(s)	22 December
		Frequency of interest payments	annually
(1) b)		First Fixed Coupon Date	22 December 2022
		Last Fixed Coupon Date	22 December 2023
		Interest Exchange Day	The last Fixed Coupon Date, i.e. 22 December 2023
		Adjustment of Interest Periods	No
		Day Count Fraction	Actual/Actual (ICMA Rule 251)
		Business Day Convention	
	<input type="checkbox"/>	Modified Following Business Day Convention	
	<input type="checkbox"/>	FRN Convention (specify [] [months/other – specify] period(s))	
	<input checked="" type="checkbox"/>	Following Business Day Convention	All Fixed Interest Periods
	<input type="checkbox"/>	Preceding Business Day Convention	
		[First] [last] [short] [extended] Interest Period	
(2)		Floating Interest	
a)		Interest	quarterly
		Adjustment of Floating Interest Periods	Yes
		Day Count Fraction	Actual/360
		Business Day Convention	
	<input checked="" type="checkbox"/>	Modified Following Business Day Convention	After the Call Redemption Date until the Maturity Date.
	<input type="checkbox"/>	FRN Convention (specify [] [months/other – specify] period(s))	

<input type="checkbox"/>	Following Business Day Convention	
<input type="checkbox"/>	Preceding Business Day Convention	
<input checked="" type="checkbox"/>	Frequency of interest payments	quarterly
b)	First Floating Coupon Date	22 March 2024
	Last Floating Coupon Date	22 December 2024
c)	[First] [last] [short] [long] Floating Interest Period	Not Applicable
	Interpolation	Not Applicable
<input checked="" type="checkbox"/>	Reference Interest Rate	
	Reference Interest Rate at least 0.00 per cent p.a.	Not Applicable
<input type="checkbox"/>	Factor	
<input checked="" type="checkbox"/>	Margin	
	Interest Period	
<input checked="" type="checkbox"/>	three months	
<input type="checkbox"/>	six months	
<input type="checkbox"/>	twelve months	
<input type="checkbox"/>	Other Period	
	Margin	
<input type="checkbox"/>	flat	
<input checked="" type="checkbox"/>	plus	3.85 per cent. <i>per annum</i>
<input type="checkbox"/>	minus	
	Factor	
	Minimum and Maximum Rate of Interest	
<input checked="" type="checkbox"/>	Minimum Rate of Interest (<i>Floor</i>)	0.00 per cent <i>per annum</i>
<input type="checkbox"/>	Maximum Rate of Interest (<i>Cap</i>)	
	Interest Amount	
<input type="checkbox"/>	Outstanding aggregate principal amount	
<input checked="" type="checkbox"/>	Specified denomination	
	Notification of Rate of Interest and Interest Amount	
<input checked="" type="checkbox"/>	Interest determination in advance	
	Notification to	Clearing System Paying Agent Luxembourg Stock Exchange
	Date of notification	second Business Day prior to the relevant Floating Interest Period

<input type="checkbox"/>	Interest determination in arrear	
	Notification to	
	Date of notification	
Accrual of Interest and Default Interest		
<input checked="" type="checkbox"/>	Principal amount	
<input type="checkbox"/>	Redemption amount	
Day Count Fraction		Actual/360
PAYMENTS (§ 5)		
	Recipient of payment of Principal	Paying Agent
	Recipient of payment of Interest	Paying Agent
	Discharge by payment to the Paying Agent	Yes
Payment Business Day		
<input checked="" type="checkbox"/>	Business Day (as defined in § 1)	
<input type="checkbox"/>	Payment Business Day	
	<input type="checkbox"/> Clearing System	
	<input type="checkbox"/> TARGET	
	<input type="checkbox"/> Other (insert all relevant financial centres)	
Business Day Convention		
<input checked="" type="checkbox"/>	Following Business Day Convention	for the Fixed Interest Period
<input checked="" type="checkbox"/>	Modified Following Business Day Convention	for the Floating Interest Period
<input type="checkbox"/>	Preceding Business Day Convention	
<input type="checkbox"/>	FRN Convention (specify period(s))	
REDEMPTION (§ 6)		
Redemption at Maturity		
<input checked="" type="checkbox"/>	Maturity Date	22 December 2024
<input type="checkbox"/>	Redemption Month and Redemption Year	Not Applicable
Early Redemption		
Redemption Notice to Principal Paying Agent		
<input checked="" type="checkbox"/>	Early Redemption for Reasons of Taxation	Applicable
<input checked="" type="checkbox"/>	Early Redemption for Regulatory Reasons	
	Early Redemption Amount	Early Redemption Amount

		Minimum Notice Period	15 Business Days
	<input type="checkbox"/>	Days	
	<input checked="" type="checkbox"/>	Business Days	
		Maximum Notice Period	60 Business Days
	<input type="checkbox"/>	Days	
	<input checked="" type="checkbox"/>	Business Days	
<input checked="" type="checkbox"/>	Early Redemption at the Option of the Issuer		Yes
		Minimum Call Redemption Amount	Not applicable. The Issuer may redeem the Notes in whole but not in part.
		Increased Call Redemption Amount	Not applicable
		Call Redemption Date(s)	22 December 2023
		Call Redemption Amount(s)	The Issuer may redeem the Notes in whole but not in part.
		Minimum Notice Period	15 Business Days
	<input type="checkbox"/>	Days	
	<input checked="" type="checkbox"/>	Business Days	
		Maximum Notice Period	60 Business Days
	<input type="checkbox"/>	Days	
	<input checked="" type="checkbox"/>	Business Days	
	<input type="checkbox"/>	No early Redemption	
	<input checked="" type="checkbox"/>	Early Redemption Amount	Final Redemption Amount
	<input type="checkbox"/>	[Early Redemption] [/] [Termination] Rate	Not applicable
AGENTS (§ 7)			
	Principal Paying Agent		Citibank, N.A., London Branch Citigroup Centre Canada Square, Canary Wharf London, E14 5LB United Kingdom
	Fiscal Agent		Principal Paying Agent shall act as Fiscal Agent, where applicable
<input checked="" type="checkbox"/>	Calculation Agent		Principal Paying Agent shall act as Calculation Agent, where applicable
<input type="checkbox"/>	Other Agents		

TAXATION (§ 8)		
	Applicability of gross-up obligation	Yes
PRESENTATION PERIOD (§ 9)		
	Presentation period in respect of principal	is reduced to ten years with respect to payments of principal
	Presentation period in respect of interest	is limited to four years in respect of interest
AMENDMENT OF THE CONDITIONS; HOLDERS' REPRESENTATIVE (§ 10)		
Appointment of Holders' Representative		
<input checked="" type="checkbox"/>	By resolution passed by Holders	
<input type="checkbox"/>	In the Conditions designated:	
FURTHER ISSUES, REPURCHASES AND CANCELLATION (§11)		
<input checked="" type="checkbox"/>	Applicable	
<input checked="" type="checkbox"/>	Series	1
<input checked="" type="checkbox"/>	Repurchase	surrendered to the Principal Paying Agent for cancellation
<input type="checkbox"/>	Not applicable	
<input type="checkbox"/>	Fiscal Agent	
NOTICES (§ 12)		
Place and medium of publication		
<input checked="" type="checkbox"/>	Clearing System	
<input type="checkbox"/>	Custody Administration of Issuer / in appropriate manner	
	Medium	
<input checked="" type="checkbox"/>	Deemed publication (pursuant to sub-paragraph (1))	
	Number of days	3
<input checked="" type="checkbox"/>	Place and medium of publication as requested by the rules of listing authority / stock exchange (specify listing authority /stock exchange)	Luxembourg Stock Exchange
<input type="checkbox"/>	No listing	
<input checked="" type="checkbox"/>	Website of the Issuer	https://365.bank/investors
<input type="checkbox"/>	Newspaper	
<input checked="" type="checkbox"/>	Deemed publication (pursuant to sub-paragraph (3) (website/newspaper))	

		Number of days	3
	<input type="checkbox"/>	Other (specify)	
	<input checked="" type="checkbox"/>	Deemed publication (pursuant to sub-paragraph (4) (more than one publication))	
		Number of days	3
		Notice to [Principal Paying Agent] [Fiscal Agent]	Principal Paying Agent

Part II.: Trading, offer and other information

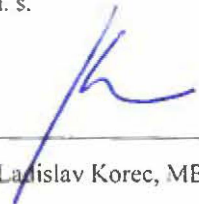
1. Admission to trading	
Admission to trading:	Admission to trading – The Issuer will submit an application to the Luxembourg Stock Exchange, with its registered seat at 35A Boulevard Joseph II, L-1840 Luxembourg for the admission of the Notes for the official list of the LSE and to trading on its regulated market: LSE Regulated Market .
Estimated costs of the admission to trading:	The Issuer estimates the costs associated with the request and admission of the Notes to trading at EUR 2,450.
Estimated net proceeds from the Issue:	EUR 49,846,500
2. Information about the offer	
Form of Offer:	as a non-syndicated issue through J&T BANKA, a.s., with its registered office at Sokolovská 700/113a, Karlín, 186 00 Prague 8, Czech Republic, Identification No.: 471 15 378, registered in the Commercial Register maintained by the Municipal Court in Prague, File No.: B 1731 as a dealer and sole bookrunner (the Dealer)
Offer is addressed to:	eligible counterparties and qualified investors
Distribution method:	The Dealer 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 pursuant to the subscription agreement entered into between the Dealer and the Issuer on 20 December 2021.
2. Additional information	
Stabilisation Manager:	Not applicable. No Stabilisation Manager has been appointed in connection with the Notes.
Interests of natural and legal persons involved in the issue:	<p>The Issuer and the Dealer are affiliates and both are controlled by J&T FINANCE GROUP SE.</p> <p>The Dealer and/or its 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.</p> <p>STX Fixed Income B.V., a private company with limited liability, incorporated and validly existing under the laws of the Netherlands, having registered address at Vijzelstraat 79, 1017 HG Amsterdam, the Netherlands and registered with the trade registry of the Dutch Chamber of Commerce under number 56475160 provided debt and arranging services to the Issuer in connection with the issue.</p>
Third party information and expert reports:	Not applicable.
Credit rating assigned to the Notes:	It is expected that the Notes will be rated BB- by Fitch Ratings.
Information on other advisors:	Not applicable.
ECB eligibility: ¹	Yes

¹ Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper or in any other way admissible pursuant to the

Yield to maturity:	Not applicable.
Resolutions, authorisations and approvals of the relevant Tranche of the Notes:	The Tranche of the Notes was approved by the resolution of the Issuer's board of directors dated 10 November 2021 and by the resolution of the Issuer's supervisory board dated 12 November 2021.
Securities Identification Numbers	
ISIN:	XS2425290900
German Securities Code:	Not applicable.
Any other securities number:	Common Code: 242529090 CFI: DTFNFB FISN: 365.BANK, A. S./3.5EMTN 20241222

In Bratislava, on 20 December 2021.

365.bank. a. s.



Name: Ladislav Korec, MBA, FCCA

Title: Member of the Board of Directors



Name: RNDr. Zuzana Žemlová

Title: Member of the Board of Directors

Eurosystem eligibility criteria, and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.