

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: 315700PLTAXHBHZP5J02

Title of the relevant Series of the Notes: EUR 65,000,000 7.75 per cent. Fixed Rate Senior Preferred Notes due 2026

Series: 2, Tranche 1

Trade Date: 29 September 2023

ISIN: XS2698768913

issued under the EUR 1,500,000,000 Debt Securities Issuance Programme under the base prospectus dated 25 July 2023

Issue Price: 100 per cent.

Issue Date: 2 October 2023

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 25 July 2023 (the **Base Prospectus**) and the supplements dated 21 August 2023 and 19 September 2023, 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. 100-000-551-389 to file No. NBS1-000-087-735 dated 7 August 2023 that become valid and effective on 9 August 2023. Supplement No. 1 was approved by the National Bank of Slovakia by its decision No. 100-000-566-049 to file no. NBS1-000-088-545 dated 22 August 2023 that become valid and effective on 22 August 2023. Supplement No. 2 was approved by the National Bank of Slovakia by its decision No. 100-000-579-124 to file No. NBS1-000-089-443 dated 20 September 2023 that become valid and effective on 20 September 2023.

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)		
	Business Day	" Business Day " means any day (other than a Saturday or a Sunday) on which the Clearing System, commercial banks and foreign exchange markets in Bratislava settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) and the Trans-European Automated Real-time Gross Settlement Express Transfer System (T2) or any successor to, or replacement for, this system (" T2 ") is open.
	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 type="checkbox"/>	Interest Determination Date	
<input type="checkbox"/>	Reference Rate	
<input type="checkbox"/>	Reference Interest Rate	
CURRENCY, DENOMINATION, ISSUE DATE, FORM, CUSTODY (§ 2)		
(1)	Currency – Denomination – Issue Date	
	Series	2
	Tranche	1
	Issue Date	2 October 2023
	Currency	Euro (EUR)
	Aggregate Principal Amount	EUR 65,000,000
	Aggregate Principal Amount in words	Sixty-five million euro
	Specified Denomination	EUR 100,000
(2)	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 type="checkbox"/>	Classical Global Note (CGN)	
	<input checked="" type="checkbox"/>	New Global Note (NGN)	
STATUS (§ 3)			
(1)	<input checked="" type="checkbox"/>	Ordinary Senior Eligible Notes	
(2)	<input type="checkbox"/>	Non-Preferred Senior Eligible Notes	
INTEREST (§ 4)			
<input checked="" type="checkbox"/>	Fixed Rate Notes		
(1)		Rate of Interest, Interest Periods	
		Frequency of interest payments	annually
		Interest Commencement Date	2 October 2023
		Adjustment of Interest Periods	No
		Interest Period	The “ Interest Period ” is respectively from (and including) the Interest Commencement Date to (but excluding) the first Coupon Date and thereafter from (and including) each Coupon Date to (but each excluding) the next following Coupon Date or the last Coupon Date
		Rate of Interest	7.75 per cent. <i>per annum</i>
(2)	Coupon Dates, Interest Payment Dates		
		Coupon Date(s)	Interest shall be payable annually in arrears. Coupon Dates are in each case on 2 October in each year (each such date a “ Coupon Date ”) and always remain unadjusted.
	<input checked="" type="checkbox"/>	first Coupon Date and last Coupon Date	The first Coupon Date shall be on 2 October 2024. The last Coupon Date shall be on 2 October 2026.
	<input type="checkbox"/>	[Short][long] Interest Periods	Not applicable
<input type="checkbox"/>	Floating Rate Notes		
<input type="checkbox"/>	Fixed to Floating Rate Notes		
(3)		Accrual of Interest and Default Interest	
	<input checked="" type="checkbox"/>	Principal amount	
	<input type="checkbox"/>	Redemption amount	
(4)		Day Count Fraction	

	<input checked="" type="checkbox"/>	Day Count Fraction	Actual/Actual (ISDA)
PAYMENTS (§ 5)			
(1)(a)		Payment of Principal	the Paying Agent for credit to the accounts of the relevant account holders of the Clearing System upon presentation and (except in the case of partial payment) surrender of the Global Note representing the Notes at the time of payment at the specified office of the Principal Paying Agent outside the United States
(1)(b)		Payment of Interest	the Paying Agent for credit to the relevant account holders of the Clearing System
(3)	Discharge		
		Discharge by payment to, or to the order of the Paying Agent	Yes
(4)	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"/> T2	
		<input type="checkbox"/> Other (insert relevant financial centre)	
(5)	Business Day Convention		
	<input checked="" type="checkbox"/>	Following Business Day Convention	
	<input type="checkbox"/>	Modified Following Business Day Convention	
	<input type="checkbox"/>	Preceding Business Day Convention	
	<input type="checkbox"/>	FRN Convention (specify period(s))	
REDEMPTION (§ 6)			
(1)	Redemption at Maturity		
	<input checked="" type="checkbox"/>	Maturity Date	2 October 2026
	<input type="checkbox"/>	Redemption Month and Redemption Year	Not Applicable
(3)	Early Redemption for Reasons of Taxation		
	<input checked="" type="checkbox"/>	Early Redemption for Reasons of Taxation	Applicable
(4)	Early Redemption at the Option of the Issuer		
		Minimum Notice Period	15 Business Days

	Maximum Notice Period	60 Business Days
	Call Redemption Date(s)	2 October 2025
	Call Redemption Amount(s)	The Issuer may redeem the Notes in whole but not in part.
	Minimum Call Redemption Amount	Not applicable. The Issuer may redeem the Notes in whole but not in part.
	Increased Call Redemption Amount	Not applicable.
<input type="checkbox"/>	No early Redemption	
(5)	Early Redemption for Regulatory Reasons	
	Minimum Notice Period	15
	<input type="checkbox"/> Days	
	<input checked="" type="checkbox"/> Business Days	
	Maximum Notice Period	60
	<input type="checkbox"/> Days	
	<input checked="" type="checkbox"/> Business Days	
	Early Redemption Amount	Early Redemption Amount
(6)	Notice of Early Redemption	
	Notice of Early Redemption shall be given by the Issuer to	Principal Paying Agent
(7)	Early Redemption Amount	
	Early Redemption Amount of a Note is equal to	the Final Redemption Amount pursuant to § 6(2) of the Terms and Conditions
(8)	Rounding of Redemption Amounts	
	Redemption Amounts are rounded to	four decimals.
AGENTS (§ 7)		
	Principal Paying Agent(s)	Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB, United Kingdom
	Fiscal Agent(s)	Principal Paying Agent shall act as Fiscal Agent, where applicable
<input checked="" type="checkbox"/>	Calculation Agent	The Principal Paying Agent shall also act as Calculation Agent.
<input type="checkbox"/>	Other Agents	

TAXATION (§ 8)		
	Applicability of gross-up obligation	No
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 type="checkbox"/>	Not applicable	
<input checked="" type="checkbox"/>	Series	2
<input checked="" type="checkbox"/>	Repurchase	surrendered to the Principal Paying Agent for cancellation
NOTICES (§ 12)		
(1)	Place and medium of publication	
	<input checked="" type="checkbox"/> Clearing System	
	<input type="checkbox"/> Custody Administration of Issuer	
	Number of days	
	Medium	
(2)	<input checked="" type="checkbox"/> Deemed publication (pursuant to subparagraph (2))	
	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
(3)	<input checked="" type="checkbox"/> Deemed publication (pursuant to subparagraph (3) (website/newspaper))	
	<input checked="" type="checkbox"/> Website of the Issuer	https://365.bank/investors
	<input type="checkbox"/> Newspaper	
	Number of days	

	<input type="checkbox"/>	Other (specify)	
(4)	<input checked="" type="checkbox"/>	Deemed publication (pursuant to subparagraph (4) (more than one publication))	
		Number of days	3
(5)		Form of Notice of Holders	
		Notice may be given by the Holder to	Principal Paying Agent

Part II.: Trading, offer and other information

1. 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 2,600.
Estimated net proceeds from the Issue:	EUR 64,675,000
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 29 September 2023.
3. Additional information	
Interests of natural and legal entities involved in the issue:	The Issuer and the Dealer are affiliates and both are controlled by J&T FINANCE GROUP SE. 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.
Stabilisation Manager:	Not applicable. No Stabilisation Manager has been appointed in connection with the Notes.
Third party information and expert reports:	Not applicable.
Credit rating assigned to the Notes:	It is expected that the Notes will be rated Ba1 by Moody's.
Information on other advisors:	Not applicable.
ECB eligibility: ¹	Yes
Yield to maturity:	7.75 per cent.
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 12 July 2023.

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 (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper) or in any other way admissible pursuant to the 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.

Securities Identification Numbers	
ISIN:	XS2698768913
CFI:	DTFXFB
FISN:	365.BANK, A. S./7.75EMTN 20261002
Common Code:	269876891
German Securities Code:	Not applicable.
Any other securities number:	Not applicable.

In Bratislava, on 29 September 2023.

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