

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds 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 Bonds are appropriate. Any person subsequently offering, selling or recommending the Bonds (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 Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (the **COBS**), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **UK MiFIR**); and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (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 Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Bonds 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 Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Bonds 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**). 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, as amended (**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 Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the **UK Prospectus Regulation**). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of 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.

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 issue of the Bonds: Europsky kryty dlhopis (premiový) 365.bank 01

ISIN: SK4000020632

issued under the EUR 3,000,000,000 Covered Bonds Issuance Programme under the base prospectus dated 21 March 2022

Issue Price: 100 per cent

Issue Date: 29 December 2022

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 21 March 2022 (the **Base Prospectus**) and the supplement dated 13 December 2022, pertaining to the EUR 3,000,000,000 Covered Bonds Issuance Programme of 365.bank, a. s. (the **Programme**). Complete information about 365.bank, a. s. and the offer of the Bonds 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. 100-000-337-557 to file no. NBS1-000-070-541 dated 23 March 2022 which became valid and effective on 29 March 2022. The supplement dated 13 December 2022 was approved by the National Bank of Slovakia by its decision no. 100-000-436-556 to file no. NBS1-000-079-294 dated 15 December 2022 which became valid and effective on 19 December 2022.

Investors should 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 Bonds to the public, investors who have already agreed to purchase or subscribe for any Bonds 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 Bonds, whichever occurs first.

The Final Terms, including the used defined terms, must be read in conjunction with Common Terms contained in the Base Prospectus and section "**PART B: TRADING, OFFER AND OTHER INFORMATION**" in the Base Prospectus.

The risk factors related to the Issuer and the Bonds are listed in section 3 of the Base Prospectus "Risk Factors".

PART A: PROVISIONS SUPPLEMENTING TERMS AND CONDITIONS OF THE BONDS

Section 1: Basic information, form and manner of issue of the Bonds

ISIN (1.1):	SK4000020632
CFI (1.1):	DBVSGB
FISN (1.1):	365bank/VARI BD 20251229
Common Code (1.1):	Not applicable.
Depository (1.3):	Centrálny depozitár cenných papierov SR, a.s., with its registered office at ul. 29. augusta 1/A, 814 80 Bratislava, Slovak Republic
Principal Amount (1.4):	EUR 100,000
Number of Securities in the Issue (1.4):	2,500
Name (1.6):	Europsky kryty dlhopis (premiovy) 365.bank 01
Aggregate Amount of the Issue (1.7):	EUR 250,000,000
Estimated Net Proceeds from the Issue (1.7):	EUR 249,860,600
Issue Price in % (1.9):	100
Information about the accrued interest (1.9):	Not applicable.
Issue Date (1.10):	29 December 2022

Section 5: Representations and undertakings of the Issuer

Overcollateralization (5.3):	The Issuer undertakes to maintain the cover ratio (in Slovak: <i>ukazovateľ krytia</i>) in respect of the Bonds at least in accordance with the Act on Banks and other applicable Slovak laws.
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Section 6: Interest

Determination of interest (6.1):	The Bonds bear interest at the floating rate set as the sum of the Reference Rate and the Margin of 3 month EURIBOR and 0.5% p. a. (the Interest Rate). The Reference Rate will be set for the first time two TARGET days before the Issue Date and subsequently set two TARGET days before the applicable Payment Date for the following Interest Period (the Reference Rate Setting Date). The current floating Interest Rate for the relevant Interest Period shall be notified by the Issuer to the Holders promptly.
Yield to Maturity (6.2):	Not applicable.
Interest Payment Frequency (6.3):	Every three months in arrears (quarterly).
Interest Payment Date(s) (6.3):	29 March, 29 June, 29 September and 29 December until and including the Maturity Date
First Interest Payment Date (6.4):	29 March 2023
Convention (6.6):	Act/Act
Screen page (6.9):	EURIBOR3MD= (Reuters)
Relevant value (6.9):	the value of the fixing of the interest rates for sale on the interbank market for deposits for the relevant currency for the relevant period
Further information on early redemption if it is impossible to determine the Substitute Reference Rate (6.11):	Not applicable.

Section 7: Maturity of the Bonds

Method of Redemption (7.1):	in single instalment (bullet)
Maturity Date (7.1):	29 December 2025, save that the Principal Amount Maturity Date (as defined in section 7.1) can be extended in case of bankruptcy, involuntary administration or resolution of the Issuer 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.
Early redemption of the Bonds by the Issuer (7.3):	Not applicable. The Issuer may not, on the basis of its decision, redeem the Bonds early.

Section 8: Payment Terms and Conditions

Financial Centre (8.9):	Bratislava, TARGET 2 System
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Section 9: Administrator

Administrator (9.1):	the Issuer
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Section 10: Taxation

Gross-up (10.2):	The Issuer will not be obliged to pay any additional sums to the recipients for the reimbursement of these withholdings, taxes, levies or charges.
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PART B:**PROVISIONS SUPPLEMENTING TRADING, CONDITIONS OF THE OFFER AND OTHER INFORMATION****Section 16: Admission to trading**

Admission to trading (16.1):	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 Bonds for the official list of the LSE and to trading on its regulated market: <i>Bourse de Luxembourg</i> .
Estimated costs of the admission to trading (16.2):	The Issuer estimates the total costs associated with the request and admission of the Bonds to trading at EUR 2,600.

Section 17: Information about the offer

Form of Offer (17.1):	placement on a non-syndicated basis by the Issuer
Offer is addressed to (17.1):	eligible counterparties and Qualified Investors
Distribution method (17.2):	No arrangements have been agreed on as regards the subscription of the Bonds with any entities on the basis of a firm commitment, placement without firm commitment or "best efforts" arrangement and the distribution of the Bonds is arranged by the Issuer. No subscription agreement will be entered into as the Bonds will be subscribed solely by the Issuer.

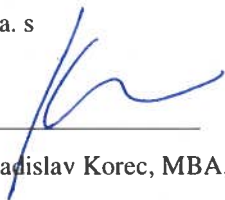
Section 18: Additional Information

Stabilisation Manager (18.1):	Not applicable. No Stabilisation Manager has been appointed in connection with the issue of the Bonds.
Description of other interests (18.1):	Not applicable.
Third party information and expert reports (18.2):	Not applicable.

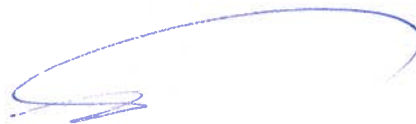
Credit rating assigned to the Bonds (18.3):	It is expected that the Bonds will be rated AA by Fitch Ratings.
Information on other advisors (18.5):	-
ECB eligibility (18.8):	Yes
Resolutions, authorisations and approvals of the relevant tranche of the Bonds (18.9):	The Issuer's board of directors approved the issuance of Bonds by the resolution dated 14 December 2022.

In Bratislava on 27 December 2022.

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