

22 May 2026

Final Terms**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**"). 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.

PROHIBITION OF SALES TO UK RETAIL INVESTORS

The Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom ("**UK**"). Consequently, no disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024. For these purposes, a retail investor means a person who is either one (or both) of the following: (i) not 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 European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024.

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 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 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 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 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 manufacturer's 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 manufacturer's target market assessment) and determining appropriate distribution channels.

Erste & Steiermärkische Bank d.d.

EUR 400,000,000 Callable Fixed to Floating Rate Preferred Senior Notes due 2032
(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: 99.933 per cent.

Issue Date: 27 May 2026

Series No.: 67

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 28 November 2025 (the "**Securities Note**") and (ii) the registration document of Erste & Steiermärkische Bank d.d. (the "**Issuer**") dated 28 November 2025 and the registration document supplement No. 1 dated 18 May 2026 (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.erstebank.hr/en/about-us/bonds"). 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	Euro (" EUR ")
Aggregate Principal Amount	EUR 400,000,000
Aggregate Principal Amount in words	Euro four hundred million
Specified Denomination	EUR 100,000

Form of the Notes

- ☒ Bearer form, Global Note deposited with or on behalf of OeKB CSD
- ☐ Bearer form, permanent Global Note deposited with or on behalf of the ICSDs
- ☐ Bearer form, Temporary Global Note – Exchange deposited with or on behalf of the ICSDs
- ☐ Domestic Notes form governed by Romanian law, registered form (book entry, dematerialised, nominative) (in Romanian "*obligațiuni corporative, guvernate de legea română, sub formă de înregistrare (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

- ☐ Notes (in Czech "*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
- ☐ Notes (in Slovak "*dlhopisy*") issued as book-entry securities (in Slovak "*zaknihované cenné papiere*") in bearer form (in Slovak "*vo forme na doručiteľa*") pursuant to the Slovak Act No. 530/1990 Coll. on Bonds as amended and the Slovak Act No. 566/2001 Coll. on Securities and Investment Services, as amended
- ☐ Dematerialised registered securities (in Hungarian "*dematerializált, névre szóló értékpapírok*")

Clearing System

- ☒ OeKB CSD GmbH, Strauchgasse 1-3, 1010 Vienna, Austria ("**OeKB CSD**"), also for Clearstream Banking S.A., Luxembourg, 42 Avenue J.F. Kennedy, 1855 Luxembourg, Grand Duchy of Luxembourg ("**CBL**") and Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, 1210 Brussels, Belgium ("**Euroclear**") as accountholders in OeKB
- ☐ each of Clearstream Banking S.A., Luxembourg, 42 Avenue J.F. Kennedy, 1855 Luxembourg, Grand Duchy of Luxembourg ("**CBL**") and Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, 1210 Brussels, Belgium ("**Euroclear**") (CBL and Euroclear each an "**ICSD**" and together the "**ICSDs**")
- ☐ other Clearing System(s)

Business Day

- ☒ Specified Currency is Euro
- ☐ Specified Currency is not Euro

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

27 May 2026

Fixed Rate of Interest

4.125 per cent. *per annum*

☐ Short or long first Fixed Rate Interest Period

Regular fixed rate interest payments

annually

Fixed Rate Interest Payment Dates	27 May in each year
First Fixed Rate Interest Payment Date	27 May 2027
Reset Date	27 May 2031
Fixed Rate Day Count Fraction	
☒ Actual/Actual (ICMA)	
Fixed Rate Determination Dates	27 May in each year
☐ Actual/Actual (ISMA/Hungarian Bonds)	
☐ 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	27 August 2031, 27 November 2031, 27 February 2032, 27 May 2032
Regular interest payments	quarterly
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	1.15 per cent. <i>per annum</i>
☐ minus	
☐ Factor	
☒ EURIBOR	
Original Benchmark Rate	3-months EURIBOR
Screen Page	the LSEG screen page EURIBOR01 or such other screen page of LSEG or such other information service which is the successor to screen page EURIBOR01
Time of the Screen Page Determination	11:00 a.m. (Brussels time)
☐ Reference Rate is an IBOR other than EURIBOR	
Floating Rate Day Count Fraction	
☐ Actual/Actual (ISMA/Hungarian Bonds)	

- ☐ Actual/365 (Fixed)
- ☒ Actual/360
- ☐ 30/360, 360/360 or Bond Basis
- ☐ 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) 2.990 per cent. *per annum*

- ☐ Reference Rate is SARON Compounded
- ☐ Reference Rate is SOFR Compounded

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 27 May 2032

Early Redemption at the Option of the Issuer

yes

Minimum Notice Period

5 Business Days

Maximum Notice Period

30 Business Days

Optional Redemption Date(s)

27 May 2031

Early Redemption for Regulatory Reasons

yes

Minimum Notice Period

15 Business Days

Maximum Notice Period

45 Business Days

Early Redemption for Reasons of Taxation

yes

Minimum Notice Period

15 Business Days

Maximum Notice Period

45 Business Days

Early Redemption for Minimal Outstanding Aggregate Principal Amount

no

FISCAL AGENT, PAYING AGENT AND CALCULATION AGENT (§ 6)

- ☒ Fiscal Agent
 - ☒ Erste Group Bank AG
 - ☐ Česká spořitelna, a.s.
 - ☐ Erste Bank Hungary Zrt.
 - ☐ Other
- ☒ 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
- ☐ Notes deposited on behalf of the ICSDs
- ☐ Additional or other Paying Agent(s) and specified office(s)
- ☒ 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

www.erstebank.hr/en/about-us/bonds

Notices be sent directly to the Holders

no

This does not affect any applicable stock exchange law publication requirements. Legally material notices shall be given to the Holders via the respective institutions which maintain the Holders' security accounts. Alternatively, the Issuer shall be entitled to send at any time notices directly to Holders known to the Issuer.

Not applicable

AMENDMENT OF THE TERMS AND CONDITIONS, JOINT REPRESENTATIVE (§ 11)

Amendments to the terms and conditions

Applicable

Appointment of a Joint Representative of the Holders

- ☒ by majority resolution of the Holders
- ☐ in the Terms and Conditions

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

Governing Law

- ☒ German law (save for the provisions of § 2 which shall be governed by Croatian 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

Save for the fees payable to the Joint Lead Managers, 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

Use of Proceeds

General funding purposes

Estimated net amount of the proceeds

EUR 398,932,000

INFORMATION CONCERNING THE SECURITIES TO BE OFFERED OR ADMITTED TO TRADING

Securities Codes

☒ ISIN AT0000A3UX25

☒ German Security Code (WKN) A4EVL D

☐ Any Other Security Code

New Global Note:

No

Intended to be held in a manner which would allow Eurosystem eligibility:

Not applicable in the case of a Classical Global Note

Issue Yield to the Reset Date

4.140 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

The issue of the Notes was authorised pursuant to the decisions of the Issuer's board of directors dated 2 December 2025 and 19 May 2026.

PLACING AND UNDERWRITING

Method of Distribution

☐ Non-Syndicated

☒ Syndicated

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

☒ Joint Lead Managers

BNP PARIBAS

16, boulevard des Italiens
75009 Paris
France

Erste Group Bank AG

Am Belvedere 1
1100 Vienna
Republic of Austria

Goldman Sachs Europe SE

Marienturm
Taunusanlage 9-10
60329 Frankfurt am Main
Federal Republic of Germany

☒ Firm Commitment

☐ Without Firm Commitment

Stabilisation 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

Expected Date of Admission

27 May 2026

Estimate of the total expenses related to the admission to trading

EUR 3,300

ADDITIONAL INFORMATION

Rating

It is expected that the Notes will be rated as follows:

Fitch

A-¹

"Fitch" means Fitch Ratings Ireland Limited, which is established in the European Union and is registered (pursuant to the current list of registered and certified credit rating agencies published on the website of the European Securities and Markets Authority ("www.esma.europa.eu")) pursuant to Regulation (EC) No 1060/2009, as amended.

Selling Restrictions

☒ TEFRA

☒ TEFRA C

☐ TEFRA D

☐ Non-TEFRA

Additional Selling Restrictions

Not applicable

¹ Pursuant to Fitch's rating definition, 'A' ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. Minus or plus signs indicate the gradations within the rating category.

Third Party Information

The rating set out above has been extracted from the website of 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 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 Benchmarks Regulation:

As of the Reset Date the amount(s) payable under the Notes are calculated by reference to EURIBOR, which is provided by the European Money Markets Institute ("**EMMI**"). As at the date of these Final Terms, EMMI 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, as amended.

Signed on behalf of the Issuer

By:

By:

Duly authorised

Krešimir Barić, Member of the Board

Duly authorised

Branimir Britvić, Head of Financial Markets Division