

FINAL TERMS

Dated 4 November 2020

Auctor Finance, s. r. o.

Total nominal value of the Issue: EUR 80,000,000

Title (in Slovak: *názov*) of the Bonds: AUCTOR 5,00/2025

issued under up to EUR 80,000,000 Bond Programme
guaranteed by the company Auctor Holding, a.s. and secured by pledges

ISIN: SK4000018149

These Final Terms were prepared for the purposes of Article 8(4) and (5) of the Prospectus Regulation and in order to obtain comprehensive information, they must be read, considered and interpreted in conjunction with the securities note dated 22 October 2020 (the **Securities Note**) and the registration document dated 30 September 2020 (the **Registration Document**) that together constitute the Base Prospectus (the **Base Prospectus**) to the up to EUR 80,000,000 bonds issuance programme issued from time to time or repeatedly by Auctor Finance, s. r. o., a limited liability company (*spoločnosť s ručením obmedzeným*) incorporated under the laws of the Slovak Republic, with its registered office at Dvořákovo nábrežie 8, Bratislava - mestská časť Staré Mesto 811 02, Slovak Republic, Identification No. (IČO): 51 901 811, registered in the Commercial Register of the District Court Bratislava I, Section: Sro, Insert No.: 130985/B (the **Issuer**). The Final Terms, including the used defined terms, must be read in conjunction with the Common Terms in the Securities Note. The risk factors related to the Bonds are listed in section 2 of the Securities Note, headed "*Risk Factors*". The risk factors associated with the Issuer and the guarantor, Auctor Holding a.s. (the **Guarantor**), are listed in section 2 of the Registration Document headed "*Risk Factors*".

The Securities Note, the Registration Document and their supplements (if any) are available in electronic form at the dedicated section of the Issuer's website <http://www.auctorfinance.sk/>, section "*Documents*". The information regarding the Issuer, the Guarantor and the Bonds and their offer is only complete in combination of these Final Terms and the entire Base Prospectus and its supplements. The summary of the Issue is attached to these Final Terms.

The Registration Document was approved by the National Bank of Slovakia by its decision No. 100-000-252-629 to file No. NBS1-000-053-914 that became valid and effective (in Slovak: *právoplatné*) on 7 October 2020. The Securities Note was approved by the National Bank of Slovakia by its decision No. 100-000-256-589 to file No. NBS1-000-054-552 that became valid and effective (in Slovak: *právoplatné*) on 28 October 2020.

MIFID II PRODUCT GOVERNANCE

Target market, eligible counterparties, professional clients and non-professional / retail clients

Solely for the purposes of Lead Manager'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 are eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU, including all its statutory instruments and implementations into relevant national law, as amended (**MiFID II**) and (ii) all channels for distribution of the Bonds are appropriate, specifically through a non-advisory sales service or portfolio management service.

Any person subsequently offering, selling or recommending the Bonds subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels. The Lead Manager is responsible for determining the target markets and distribution channels only in relation to the primary offer of the Bonds, resp. to an offer made by the Lead Manager directly.

PART A: PROVISIONS SUPPLEMENTING TERMS AND CONDITIONS OF THE BONDS**Condition 2: Form, title, currency, nominal value, issue date and issue price**

Name (2.2):	AUCTOR 5,00/2025
ISIN (2.3):	SK4000018149
FISN (2.3):	AucFin/5 BD 20251124
Aggregate Nominal Amount (2.5):	EUR 80,000,000
Nominal Amount (2.5):	EUR 1,000
Number of Bonds in the Issue (2.5):	80,000
Issue Date (2.6):	24 November 2020
Offer End Date (2.6):	28 October 2021
Issue Price (2.7):	<p>The Issue Price of the Bonds issued on the Issue Date is equal to 100.00 per cent of their Nominal Amount (the Issue Price). The Issue Price each Bond subscribed after the Issue Date will be increased by corresponding accrued interest according to the following formula.</p> $IP = 100\% + \left(\frac{5\%}{360} \times PD\right)$ <p>where <i>IP</i> is the increased issue price expressed as percentage of the Nominal Amount of the Bond and <i>PD</i> is the number of days from the Issue Date to the subscription (sale) date, using the BCK Standard 30E / 360 Convention described in Condition 14.2.</p>
Country of the public offer (2.8):	the Slovak Republic and the Czech Republic
Regulated market information (2.9):	the Regulated Market of BSSE

Condition 14: Interest

Determination of interest (14.1):	<p>(a) The Bonds will bear a fixed interest rate of 5.00 per cent per annum.</p> <p>(b) The interest shall accrue from the first day of each Interest Period to the last day included in such Interest Period at the interest rate specified above. Accrued interest for each Interest Periods shall be paid on 24 November and 24 May of each year, first time on 24 May 2021 and the last time on the Maturity Date (as such term is defined in Condition 14.4) (any of the dates pursuant to this provision further as the Interest Payment Date), unless adjusted in accordance with the Business Day Convention under Condition 16.6.</p> <p>(c) The Interest Period means the 6 month period from (and including) the Issue Date to (but excluding) the first Interest Payment Date, and each subsequent period of such number of months from (and including) an Interest Payment Date to (but excluding) the next successive Interest Payment Date, until the Maturity Date (as such term is defined in Condition 14.4). The considered annual yield to maturity is 5.00 per cent per annum.</p>
-----------------------------------	--

Condition 15: Redemption and repurchase

Final Maturity Date (15.1):	24 November 2025
Early Redemption First Permitted Date (15.2(a)):	1st anniversary
Voluntary Early Redemption Amount (15.2(d)):	In case of the partial early redemption, all the Bondholders are entitled to the redemption of the pre-maturely paid portion of the Nominal Amount of the Bonds and the interest accrued on that pre-maturely paid portion of the Nominal Amount of the Bonds for the relevant Interest Period. In case of full early redemption, all Bondholders are entitled to redemption of the full Nominal Amount of the redeemed Bonds and interest of the Bonds accrued to the Early Redemption Date.
Amount of Extraordinary Interest Income upon Voluntary Repayment (15.2(e)):	<p>Together with the whole or part of the Nominal Amount and accrued interest, the Issuer shall also pay to each Bondholder on the Partial Early Redemption Date or the Early Redemption Date extraordinary interest income specified below.</p> <p>If the Partial Early Redemption Date or the Early Redemption Date occurs between the first anniversary of the Issue Date (inclusive) and the last day of 60th whole month following the Issue Date (inclusive), the extraordinary interest income shall be 1/60 of annual coupon per each whole month remaining to the 5th anniversary of the Issue Date. Such extraordinary interest income will be calculated as follows:</p> $EII = 5 \% * \frac{1}{60} * (60 - m)$ <p>where:</p> <p><i>EII</i> means extraordinary interest income, expressed as percentage of the Nominal Amount redeemed early;</p> <p><i>m</i> means number of whole months lapsed between the Issue Date (inclusive) and the Partial Early Redemption Date or the Early Redemption Date (inclusive).</p> <p>If the early redemption at the option of the Issuer occurs after the last day of 60th whole month following the Issue Date, no extraordinary interest income will be payable.</p>
The Repurchase Price upon Change of JTPEG's Shareholding Interest (15.3(e)):	The Issuer is obliged to pay to the Bondholders on the Repurchase Date the purchase price equal to the total Nominal Amount of the Bonds that the Bondholder requests to be repurchased, increased by corresponding aliquot interest (the Repurchase Amount).
Amount of Extraordinary Interest Income upon Repurchase upon Change of JTPEG's Shareholding Interest (15.3(f)):	Together with the Repurchase Amount, the Issuer will pay on the Repurchase Date an extraordinary interest income to each respective Bondholder. The amount of the extraordinary interest income attributable to one Bond will be calculated as one per cent of the Nominal Amount of each repurchased Bond.

PART B: PROVISIONS SUPPLEMENTING CONDITIONS OF OFFER AND OTHER INFORMATION

Section 7.2: Terms and Conditions of the Offer

Country of public offer (7.2):	Slovak Republic and Czech Republic
Offer Start Date (7.2):	5 November 2020
Offer End Date (7.2):	28 October 2021
Minimum Order Amount (7.2):	EUR 1,000
Information on fees charged to investors (7.2):	In connection with the primary sale (subscription) of the Bonds in the form of a public offer based on the Issuer's consent granted to the Lead Manager as a financial intermediary with using the Base Prospectus (consisting of this Securities Note and the Registration Document), the Lead Manager shall charge investors a fee according to its current fee list, currently amounting to 0.60 % of a transaction volume. A fee for transaction to account other than holder's account is set out to 1.00 %, but no less than EUR 480. The current standard pricelist of the Lead Manager's Slovak branch is published on its website at www.jtbanka.sk in the <i>Useful information</i> (in Slovak <i>Užitočné informácie</i>) section, subsection Price List, under the <i>Price list</i> (in Slovak <i>Sadzobník poplatkov</i>) link, version Price List Part I – natural persons – non-entrepreneurs, effective from 15 August 2020, and Price List Part II – legal persons and natural persons – entrepreneurs, effective from 15 August 2020 (in Slovak <i>Sadzobník poplatkov časť I - fyzické osoby nepodnikatelia, účinný od 15.8.2020 a Sadzobník poplatkov časť II - právnické osoby a fyzické osoby podnikatelia, účinný od 15.8.2020</i>)
Minimum Nominal Amount of the Secondary Order (7.2):	EUR 1,000
Information on fees charged to investors in the case of a secondary offer (7.2):	In the case of the subsequent sale of the Bonds on the secondary market in the form of a public offer on the basis of consent granted to selected financial intermediary with use of the Base Prospectus (consisting of this Securities Note and the Registration Document), the Lead Manager shall charge investors a fee according to its current fee list, currently amounting to 0.60 % of a transaction volume. A fee for transaction to account other than holder's account is set out to 1.00 %, but no less than EUR 480. The current standard pricelist of the Lead Manager's Slovak branch is published on its website at www.jtbanka.sk in the <i>Useful information</i> (in Slovak <i>Užitočné informácie</i>) section, subsection Price List, under the <i>Price list</i> (in Slovak <i>Sadzobník poplatkov</i>) link, version Price List Part I – natural persons – non-entrepreneurs, effective from 15 August 2020, and Price List Part II – legal persons and natural persons – entrepreneurs, effective from 15 August 2020 (in Slovak <i>Sadzobník poplatkov časť I - fyzické osoby nepodnikatelia, účinný od 15.8.2020 a Sadzobník poplatkov časť II - právnické osoby a fyzické osoby podnikatelia, účinný od 15.8.2020</i>)

Section 7.3: Additional Information

Information on other advisors (7.3(a)):	Not applicable.
Description of other interests (7.3(b)):	Not applicable.
Estimated costs of Issue (7.3(c)):	EUR 2,000,000
Estimated net proceeds from the Issue (7.3(d)):	EUR 78,000,000
Information about regulated market (7.3(d)):	the Regulated Market of BSSE
Estimated cost of admission to trading (7.3(d)):	EUR 4,200

In Bratislava, on 4 November 2020

Auctor Finance, s. r. o.

Name: Oleg Uskoković

Title: Director (in Slovak: *konateľ*)

Name: Josef Pilka

Title: Director (in Slovak: *konateľ*)