

## Terms and Conditions for Issue of the Penta Public 53 Bond

<b>Issuer identification:</b>	Penta Funding Public, s.r.o., with its registered office at Digital Park II, Einsteinova 25, 851 01 Bratislava, Slovak Republic, Identification No.: 45 971 421, registered in the Commercial Register of the District Court Bratislava I, section: Sro, insert No.: 69952/B
<b>Bond name:</b>	Bond Penta Public 53 (hereinafter referred to as a "Bond" or the "Bonds")
<b>ISIN:</b>	SK4120014036
<b>Bond type and form:</b>	Bearer Bonds
<b>Bond definition:</b>	Registered securities
<b>Nominal value of one Bond:</b>	EUR 1,000
<b>Minimum investment by one initial acquirer:</b>	EUR 3,000
<b>Number of Bonds:</b>	7,000
<b>Date of the issue:</b>	27.04.2018
<b>Maturity date of the nominal value of the Bonds:</b>	27.04.2020 Bonds shall bear no interest after this date.
<b>Terms and conditions applicable to the prepayment of the nominal value of the Bonds and payment of the proportional amount of the Bond yield by the Issuer's decision:</b>	<p>The Issuer reserves the right to prepay the nominal value of the Bonds (hereinafter referred to as the "Prepayment") under the following terms and conditions:</p> <ol style="list-style-type: none"><li>1. The Prepayment may take place only on one of the following days: 27.04.2019 and 27.10.2019.</li><li>2. The Issuer shall notify the exercise of its right to execute the Prepayment in nationwide periodicals publishing stock exchange news.</li><li>3. The date of the Prepayment of the nominal value of the Bonds shall be:<ol style="list-style-type: none"><li>a) the day determined by the Issuer in the notice under clause 2 provided that such a day (i) is an available prepayment date under clause 1 and, at the same time, (ii) it occurs no earlier than 14 days after the publication of the notice under clause 2;</li><li>b) such next available prepayment date following the publication of the notice under clause 2, which shall occur no sooner than 14 days after the publication of the notice provided that the Issuer does not determine in the notice any date for the Prepayment of the nominal value of the Bonds</li></ol>(hereinafter referred to as the "Prepayment Date"); this shall be without prejudice to clause 5.</li><li>4. In cases that are not covered by clause 3(a) or (b), it shall be presumed that the Issuer has not exercised its right to execute the Prepayment.</li><li>5. If the Prepayment Date determined under clause 3 is a day that is not a business day, the next following business day</li></ol>

shall be deemed to be the Prepayment Date, and the holder of a Bond shall not be entitled to any interest or any other performance in respect of this postponement of the Prepayment Date.

6. If the Issuer exercises its right to execute the Prepayment, the Issuer shall, on the Prepayment Date, pay the nominal value of the Bonds and the pro rata part of the Bond yield determined in the manner under the clause "Manner of determination of the Bond yield" of these terms and conditions.
7. Bonds shall bear no interest after their Prepayment.

**Date of Bond issue commencement:**

27.04.2018

**Anticipated issue period of the Bonds, method of their issue:**

The Bonds are anticipated to be issued from 27.04.2018 to 27.03.2019. The Bonds will be issued based on a public offer.

**Method of determination of the Bond yield:**

The yield is determined at the fixed interest rate of 3.45% p.a. of the nominal value of the Bond. The yield shall be calculated as the product of (i) the nominal value of the Bond, (ii) the fixed interest rate under the preceding sentence, and (iii) the ratio held by the number of days of the current period to the number of days of the current year where:

1. the number of days of the current period means the actual number of days of the relevant (current) period between the current Bond yield payment date and the immediately preceding Bond yield payment date, or (if there is no such Bond yield payment date) the issue date,
2. the current year means the period from the issue date to the date of the first anniversary of the issue date (inclusive) and each subsequent period from the day following the last day of the preceding period to the first anniversary of the last day of the preceding period (inclusive), depending on under which of these periods falls the relevant Bond yield payment dates, and
3. the number of days of the current year means the product of the number of days of the current period and the number of the Bond yield payment dates for the current year, i.e. the basis for the calculation of the yield is Act/Act under ICMA Rule 251.

**Issue price of the Bonds:**

100% of the nominal value of the Bond

**Bond yield payment dates:**

27.07.2018, 27.10.2018, 27.04.2019, 27.10.2019 and 27.04.2020. If the date under the preceding sentence is a day that is not a business day, the next following business day shall be considered to be the Bond yield payment date and the holder of the Bond shall not be entitled to any interest or any other performance in respect of that postponement of the Bond yield payment date.

**Ex-coupon dates:**

- 13.07.2018 (as of the Bond yield payment date of 27.07.2018),
- 15.10.2018 (as of the Bond yield payment date of 27.10.2018),
- 11.04.2019 (as of the Bond yield payment date of 27.04.2019),
- 14.10.2019 (as of the Bond yield payment date of 27.10.2019),

09.04.2020 (as of the Bond yield payment date of 27.04.2020).

A Bond yield payment for the relevant period shall only be received by a holder of the Bond who is a holder of the Bond according to the records kept by Centrálny depozitár cenných papierov SR, a.s., on the business day immediately preceding an Ex-Coupon date.

**Repayment of the nominal value of the Bonds:**

The Issuer shall repay the total nominal value of the Bond by a lump sum on the day that is the maturity date of the nominal value of the Bond or on the Prepayment Date. If the maturity date of the nominal value of the Bond falls on a day that is not a business day, the next following business day shall be deemed the maturity date, and the holder of the Bond shall not be entitled to any interest or any other performance in respect of this postponement of the payment.

**Ex-principal date:**

The ex-principal date shall be 09.04.2020. In the case of prepayment of the Bonds, the ex-principal date shall correspond to the last ex-coupon date preceding the Prepayment Date of the nominal value of the Bond. The nominal value of the Bond will be paid only to a holder of the Bond who is a holder of the Bond according to the records kept by Centrálny depozitár cenných papierov SR, a.s., on the business day immediately preceding the ex-principal date.

**Method of payment of the Bond yield and repayment of the nominal value of the Bonds:**

The Bond yield payment and repayment of the nominal value of the Bonds shall take place in the form of a wire transfer to the account of the holder.

**Payment place for the payment of the Bond yield and the nominal value of the Bonds:**

Privatbanka, a.s., Einsteinova 25, 851 01 Bratislava 5, Slovak Republic, Identification No.: 31 634 419

**Purpose of the use of the funds raised by issuing the Bonds:**

The funds raised by the issue of the Bonds will be used by the Issuer to finance the investment projects of the Penta group of companies, i.e. the companies belonging to the consolidated group of PENTA INVESTMENTS LIMITED, with its registered office at 3rd Floor, Osprey House, Old Street 5-7, JE2 3RG St. Helier, Jersey, registered in the Companies Registry maintained by the Jersey Financial Services Commission under Reg. No. 109645 (hereinafter referred to as "Penta Jersey").

**Issuer's Declaration:**

The Issuer declares that it owes the nominal value of the Bond to its holder and that the information given in these terms and conditions is complete, true and according to the requirements applicable to bonds under Section 3(1) and (2) of the Act on Bonds.

**Issuer's undertaking:**

The Issuer undertakes to pay the holder of the Bonds the nominal amount of the Bond and pay the Bond yield on dates specified in these terms and conditions.

**Transferability of the Bonds:**

Bonds are transferable to their new holder without any restrictions.

**Bond yield taxation:**

The Bond yield will be taxed in accordance with law applicable at the time of yield payments.

**Additional information:**

The Bonds will be issued under the laws applicable in the Slovak Republic. Any rights under the Bonds shall be subject to a limitation period of 10 years from their maturity date. No rights of first refusal, exchange or other rights other than those specified in these terms and conditions shall be attached to the Bonds. The facts associated with the exercise of the rights of the holders of the Bonds will be published in nationwide periodicals publishing stock exchange news and at the registered office of the Issuer. The records concerning the Bonds shall be kept by Centrálny depozitár cenných papierov SR, a.s..