

# Terms and Conditions for Issue of the Penta 88 Bond

<b>Issuer identification:</b>	Penta Funding CR, a.s., registered Office: Na Florenci 2116/15, 110 00 Praha 1 - Nové Město, Česká republika, ID: 242 36 349, registered in the Commercial register kept by the Municipal Court in Prague, Section B, Entry 18629
<b>Bond name:</b>	Bond Penta 88 (hereinafter referred to as the „Bond“ or „Bonds“)
<b>ISIN:</b>	CZ0003520546
<b>Bond type and form:</b>	Bearer Bonds
<b>Bond definition:</b>	Registered securities
<b>Nominal value of one bond:</b>	1 000 EUR
<b>Minimum investment by one initial acquirer:</b>	100 000 EUR
<b>Number of bonds:</b>	20 000
<b>Date of the issue:</b>	03.12.2018 (the "Issue Date")
<b>Maturity date for the bond nominal value:</b>	03.12.2022 Bonds shall bear no interest after this date.
<b>Terms and conditions applicable to the early repayment of the nominal value of bonds and payment of the proportional amount of the yield of bonds:</b>	<p>The Issuer reserves the right to prepay the nominal value of the Bonds (hereinafter referred to as "Prepayment") under the following terms and conditions:</p> <ol style="list-style-type: none"><li>1. The Prepayment may be executed only on one of the following days: 03.12.2019, 03.06.2020, 03.12.2020, 03.06.2021, 03.12.2021, 03.06.2022 (hereinafter referred to as "Available Prepayment Dates").</li><li>2. The Issuer shall notify the exercise of its right to execute Prepayment in nationwide periodicals publishing stock exchange news.</li><li>3. The date for 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 a 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 publication of the notice under clause 2;</li><li>b) next Available Prepayment Date following publication of the notice under clause 2, which shall occur no sooner than 14 days after publication of the notice provided that the Issuer does not determine in the notice any date for Prepayment of the nominal value of the Bond</li></ol>(hereinafter referred to as the "Prepayment Date"); this shall be without prejudice to clause 5.</li></ol>

4. In any case that is not covered by clause 3 (a) or (b) it shall be presumed that the Issuer has not exercised its right to execute Prepayment.
5. If the Prepayment Date determined under clause 3 is a day that is not a business day, the next following business day shall be deemed to be the Early Repayment Date and the owner of the 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 Prepayment, they shall pay, on the Prepayment Date, the nominal value of the Bond and the pro-rated part of the yield of the Bond determined in the manner specified in the clause "Manner of determination of the bond yield".
7. Bonds shall bear no interest after Prepayment.

**Date of bond issue commencement:**

03.12.2018

**Assumed period of bond issuing, manner of issue:**

The assumed period for bond issuing is from 03.12.2018 to 03.12.2019. Bonds will not be issued based on a public offering.

**Manner of determination of the bond yield:**

The yield is determined based on the fixed interest rate of 0.0415 % 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 proportion between the number of days of the current period and the number of days of the current year where:

1. the number of days of the current period shall mean the actual number of days of the relevant (current) period between the current date of the Bond Yield Payment and the immediately preceding date of Bond Yield Payment or the Issue Date where no previous Bond Yield Payment date exists,
2. the current year shall mean the period of time between the Issue Date until the date of the first anniversary of the Issue Date (inclusive) and each next period of time from the day following the last day of the preceding period until the first anniversary of the last day of the preceding period (inclusive), depending on the period within which the relevant date of the Bond Yield Payment occurs and
3. the number of days of the current year shall mean the product of the number of days of the current period and the number of dates of the Bond Yield Payment for the current year, i.e. the basis for the calculation is Act/Act in compliance with the ICMA rule no.251.

**Issue price for bonds:**

95 % up to 105 % the nominal value of the Bond

**Bond yield payment dates:**

03.06.2019, 03.12.2019, 03.06.2020, 03.12.2020, 03.06.2021, 03.12.2021, 03.06.2022, 03.12.2022. (the "Bond Yield Payment dates"). If the date under the preceding sentence is a day that is not a business day, the date for

Bond yield payment shall be the next business day and the owner of the Bond shall not be entitled to any interest or any other performance in respect of postponement of the date of Bond yield payment.

**Ex-Coupon dates:**

20.05.2019 (k termínu výplaty výnosu 03.06.2019),  
19.11.2019 (k termínu výplaty výnosu 03.12.2019),  
20.05.2020 (k termínu výplaty výnosu 03.06.2020),  
19.11.2020 (k termínu výplaty výnosu 03.12.2020),  
20.05.2021 (k termínu výplaty výnosu 03.06.2021),  
19.11.2021 (k termínu výplaty výnosu 03.12.2021),  
20.05.2022 (k termínu výplaty výnosu 03.06.2022),  
21.11.2022 (k termínu výplaty výnosu 03.12.2022).

The Bond yield for a relevant period of time shall be paid out only to the owner of the Bond who is the actual owner of the Bond under the records kept by Centrálny depozitár cenných papierov SR, a.s. on the Business Day immediately preceding the Ex-Coupon Date.

**Payment of the nominal value of bonds:**

The Issuer shall pay the total nominal value of the Bond as a lump sum on the day that represents the maturity date for the total nominal value of the Bond or on the Prepayment Date. If the date of settlement of the nominal value of the Bond is a day that is not a Business Day, the next following Business Day shall be deemed to be the maturity date and the owner of the Bond shall not be entitled to any interest or any other performance in respect of this postponement of the maturity date.

**Ex-Principal date:**

The Ex-Principal date is 21.11.2022. In case of Prepayment of the Bonds, the Ex-Principal Date corresponds to the last Ex-Coupon Date before the date of Prepayment of the nominal value of the Bond. The nominal value of the Bond shall be paid out only to the owner of the Bond who is the actual owner of the Bond under the records kept by Centrálny depozitár cenných papierov SR, a.s. on the Business Day immediately preceding the Ex-Principal Date.

**Manner of payment of bond yields and repayment of the bond nominal values:**

Payment of the yield of the Bond and repayment of the nominal value of the Bond shall be executed via a bank transfer to the owner's account.

**Place for payment of bond yields and bond nominal values:**

Privatbanka, a.s., Einsteinova 25, 851 01 Bratislava 5, Slovak Republic, ID: 31 634 419

**Purpose of use of the funds obtained through the issue of bonds:**

The Issuer will use the funds obtained through the issue of Bonds to finance investment plans of the companies belonging to the Penta Group, i.e. the companies belonging to the consolidated unit of the company PENTA INVESTMENTS LIMITED, registered office: The Esplanade 47, St Helier, Jersey, JE1 0BD, registered in the Companies Register kept by the Commission for Financial Services in Jersey under reg. no. 109645 (hereinafter referred to as „PENTA INVESTMENTS LIMITED JERSEY“).

- Guarantee:** The Issuer's undertaking to repay the nominal value of Bonds and payment of Bond yields is guaranteed by the security provided by PENTA INVESTMENTS LIMITED JERSEY; the guarantor declaration is available to the public the place of payment determined for payment of Bond yields and repayment of the nominal values of Bonds and/or at the Issuer's registered office.
- Issuer's declaration:** The Issuer declares that it owes the nominal value of the Bond to its owner and that the data stated herein are full, true, and comply with the requirements applicable to bonds under § 3 (1) and (2) of Act no. 530/1990 Coll. on bonds, as amended by subsequent regulations.
- Issuer's undertaking:** The Issuer undertakes to pay the owner of the Bond the nominal value of the Bond and the yield of the Bond on the dates specified herein.
- Transferability of bonds:** Bonds are transferable to new owners without restrictions.
- Bond yield taxation:** The yield of the Bond shall be taxed in compliance with the legal regulations valid at the time of yield payments.
- Additional data:** Bonds will be issued in compliance with the legal regulations valid within the territory of the Slovak Republic. The rights associated with the Bond shall cease to exist after the expiry of 10 years from its maturity date. No rights of first refusal, exchange or other rights are associated with the Bonds except for the rights stated in the Terms and Conditions of Issue. The facts associated with exercise of the rights of owners of Bonds shall be published within nationwide periodicals publishing stock exchange news and at the Issuer's registered office. Centrálny depozitár cenných papierov SR, a.s. shall keep the records concerning Bonds.
- Note:** These Issue Terms and Conditions do not represent any notice, recommendation, other text or acting under § 120 of Act no. 566/2001 Coll. on securities and investment services and amending and complementing some other acts (Securities Act), as amended by subsequent regulations, which would constitute a public offering of securities.

The Terms and Conditions for Issue have been drawn up in Slovak language and in English language; in case of any discrepancies between Slovak and English version, the Slovak version shall prevail.