

## FINAL TERMS

**MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered 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 Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered 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 Covered Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

7 February 2023

### PKO BANK HIPOTECZNY S.A.

**Legal entity identifier (LEI): 259400ALN6AM4REPEA16**

a joint stock company (*spółka akcyjna*) with its registered office in Warsaw, Poland at ul. Puławska 15, 02-515 Warsaw, entered into the register of entrepreneurs of the National Court Register (*Krajowy Rejestr Sądowy*) kept by the District Court for the Capital City of Warsaw in Warsaw, 13<sup>th</sup> Commercial Division of the National Court Register, under KRS number 000528469, REGON number 222181030 and NIP number 2040004548

**Issue of PLN 500,000,000 Floating Rate Covered Bonds due 9 February 2026  
under the EUR 4,000,000,000**

**Programme for the issuance of Covered Bonds (*hipoteczne listy zastawne*)**

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 24 March 2022 and the supplements to it dated 14 June 2022 and 19 August 2022, which together constitute a base prospectus for the purposes of the Prospectus Regulation (Regulation 2017/1129/EC) (the "Prospectus Regulation") as amended to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the "Base Prospectus"). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on the Bank and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the Luxembourg Stock Exchange website ([www.bourse.lu](http://www.bourse.lu)), on the website of the Bank ([www.pkobh.pl](http://www.pkobh.pl)), and is available for viewing at and collection from the registered office of PKO Bank Hipoteczny S.A., at ul. Puławska 15, 02-515 Warsaw, Poland, and the office of Société Générale Luxembourg (in its capacity as the Issuing and Principal Paying Agent) 11, avenue Emile Reuter, L-2420 Luxembourg, Grand Duchy of Luxembourg.

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|----|-----|-----|--|---|
| 1. | (i) | (a) | Series Number:   | 9   |
|    |     | (b) | Tranche Number:  | 1   |
|    |     | (c) | Date on which the Covered Bonds will be consolidated and form a single Series: | Not applicable  |
| 2. |     |     | Specified Currency:  | PLN   |
| 3. |     |     | Aggregate Nominal Amount:  |   |
|    |     | (a) | Series:  | PLN 500,000,000   |
|    |     | (b) | Tranche:   | PLN 500,000,000   |
|    |     | (c) | Issue Price (per Covered Bond):  | 100.00 per cent. of the Aggregate Nominal Amount of the Tranche |
| 4. |     | (a) | Specified Denominations:   | PLN 500,000   |

	(b)	Calculation Amount:	PLN 500,000
5.	(a)	Issue Date:	9 February 2023
	(b)	Interest Commencement Date:	
		Period to Maturity Date:	Issue Date
		Period from Maturity Date to Extended Maturity Date or Additionally Extended Maturity Date:	Maturity Date
6.		Maturity Date:	9 February 2026
7.		Interest Basis:	
		Period to Maturity Date:	3 month WIBOR + 0.85 per cent. Floating Rate (see paragraph 11 below)
		Period from Maturity Date to Extended Maturity Date or Additionally Extended Maturity Date:	3 month WIBOR + 0.85 per cent. Floating Rate (see paragraph 11 below)
8.		Change of Interest Basis	Not applicable
9.		Date of Management Board approval for issuance of Covered Bonds obtained:	30 January 2023

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

10.	Fixed Rate Covered Bond Provisions	Not applicable	
11.	Floating Rate Covered Bond Provisions	Applicable	
	(a)	Specified Period(s)/Specified Interest Payment Dates:	Until Maturity Date: 9 May 2023, 9 August 2023, 9 November 2023, 9 February 2024, 9 May 2024, 9 August 2024, 9 November 2024, 9 February 2025, 9 May 2025, 9 August 2025, 9 November 2025, 9 February 2026, subject to adjustment in accordance with the Business Day Convention set out in (b) below.  After the Maturity Date and Until Extended Maturity Date or Additionally Extended Maturity Date: 9 May 2026 and then on quarterly basis, subject to adjustment in accordance with the Business Day Convention set out in (b) below.
	(b)	Business Day Convention:	Modified Following Business Day Convention
	(c)	Relevant Business Centre(s):	Warsaw
	(d)	Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
	(e)	Party responsible for calculating the Rate of	Agent

	Interest and Interest Amount:	
(f)	Screen Rate Determination:	Applicable
	Reference Rate:	3 month WIBOR.
	Interest Determination Date(s):	Third Warsaw business day prior to the start of each Interest Period
	Relevant Screen Page:	Reuters WIPLN3MD=
	Reference Banks:	Powszechna Kasa Oszczędności Bank Polski S.A., Bank Polska Kasa Opieki S.A., Santander Bank Polska S.A., ING Bank Śląski S.A., mBank S.A.
(g)	ISDA Determination:	
	ISDA Definitions:	Not applicable
	Floating Rate Option:	Not applicable
	Designated Maturity:	Not applicable
	Reset Date:	Not applicable
	Compounding	Not applicable
	ISDA Benchmarks Supplement:	Not applicable
(h)	Linear Interpolation	Not applicable
(i)	Margin(s):	+ 0.85 per cent. per annum
(j)	Minimum Rate of Interest:	Not applicable
(k)	Maximum Rate of Interest:	Not applicable
(l)	Day Count Fraction:	Actual/Actual (ISDA)
12.	Zero Coupon Covered Bond Provisions	Not applicable

#### PROVISIONS RELATING TO REDEMPTION

13.	Final Redemption Amount of each Covered Bond:	PLN 500,000 per Calculation Amount
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**GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS**

14. Relevant Financial Centre(s) or other special provisions relating to Payment Dates: Warsaw, Luxembourg

**MISCELLANEOUS**

15. Type of Covered Bonds: Mortgage covered bonds (*hipoteczne listy zastawne*)
16. Form of Covered Bonds:
- (a) Form: Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond
- (b) New Global Note (NGCB): Yes
17. European Covered Bonds (Premium): Yes

Signed on behalf of the Bank:

**PKO BANK HIPOTECZNY SPÓLKA AKCYJNA**



KATARZYNA SUDY

By:

*(Duly authorised)*




By: PIOTR KOCHANEK

*(Duly authorised)*

**COVER POOL MONITOR OF PKO BANK HIPOTECZNY S.A.**

By:

  
Tadeusz SWAT

*(Duly authorised)*

## PART B – OTHER INFORMATION

### 18. LISTING AND ADMISSION TO TRADING

- (i) Listing: Luxembourg, Warsaw
- (ii) Admission to trading: Application has been made for the Covered Bonds to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date. The Bank will make an application for the Covered Bonds to be listed on the Warsaw Stock Exchange (*Gielda Papierów Wartościowych w Warszawie S.A.*) as soon as reasonably practicable after the Issue Date.

### 19. RATINGS

- Ratings:
- The Covered Bonds to be issued are expected to be rated “Aa1” by Moody’s Investors Service Espana, S.A. (“**Moody’s**”). Moody’s is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the “**CRA Regulation**”). The list of registered and certified rating agencies is published by the European Securities and Markets Authority on its website (<https://www.esma.europa.eu/supervision/credit-rating-agencies/risk>) in accordance with the CRA Regulation.
- Moody’s defines its ratings as follows:
- Aa1: Obligations rated Aa are judged to be of high quality and are subject to very low credit risk.
- Moody’s appends numerical modifiers 1, 2 and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic category.

### 20. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUES

Save for the fees payable to the Joint Bookrunners, so far as the Bank is aware, no person involved in the issue of the Covered Bonds has an interest material to the offer. The Joint Bookrunners and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Bank and its affiliates in the ordinary course of business.

### 21. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND EXPENSES RELATING TO ADMISSION TO TRADING

- (i) Reasons for the offer: General corporate purposes
- (ii) Estimated net proceeds: PLN 500,000,000
- (iii) Estimated expenses relating to the admission to trading: EUR 9,150

### 22. YIELD (Fixed Rate Covered Bonds only)

Indication of yield: Not applicable

### 23. OPERATIONAL INFORMATION

- (i) ISIN Code: XS2583335943
- (ii) Common Code: 258333594
- (iii) CFI: DTVXFB
- (iv) FISN: PKO BK HIPOTECZN/VAR MTN 20260209

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|--------|---|---|
| (v)    | Any clearing system(s) other than Clearstream Luxembourg and Euroclear Bank SA/NV. and the relevant identification number(s): | The Covered Bonds will initially settle through Clearstream, Luxembourg and Euroclear Bank SA/NV.<br>The Bank will make an application for the Covered Bonds to be registered and accepted for settlement with the Central Securities Depository of Poland, Krajowy Depozyt Papierów Wartościowych S.A. as soon as reasonably practicable after the Issue Date.   |
| (vi)   | Delivery:   | Delivery against payment  |
| (vii)  | Names and addresses of additional Paying Agent(s) (if any):   | Not applicable  |
| (viii) | Intended to be held in a manner which would allow Eurosystem eligibility:   | No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Covered Bonds are capable of meeting them the Covered Bonds may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Covered Bonds will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

**24. DISTRIBUTION**

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|--------|---|--|
| (i)    | Method of distribution:                       | Syndicated   |
| (ii)   | If syndicated, names of Managers:             | Erste Group Bank AG<br>Powszechna Kasa Oszczędności Bank Polski S.A. |
| (iii)  | Date of Subscription Agreement:               | 7 February 2023  |
| (iv)   | Stabilisation Manager(s) (if any):            | Not applicable   |
| (v)    | If non-syndicated, name of relevant Dealer:   | Not applicable   |
| (vi)   | U.S. Selling Restrictions:                    | Reg. S Compliance Category 2; TEFRA D                                |
| (vii)  | Prohibition of Sales to EEA Retail Investors: | Not applicable   |
| (viii) | Prohibition of Sales to UK Retail Investors:  | Not applicable   |
| (ix)   | Prohibition of Sales to Belgian Consumers:    | Applicable   |