



Všeobecná úverová banka, a.s.

BASE PROSPECTUS

May 15, 2014

Offering program for mortgage bonds in the volume of unpaid bonds amounting to EUR 1 500 000 000 at the maximum with program duration 10 years

This document is a base prospectus for debt securities, issued within the offering program (hereinafter "**Base Prospectus**"), on the basis of which Všeobecná úverová banka, a.s., with the registered office at Mlynské nivy 1, 829 90 Bratislava, CRN: 31 320 155, registered in the Business Register of District Court Bratislava I, section: Sa, file no. 341/B (hereinafter "**VÚB, a.s.**", "**Issuer**" or "**Bank**") is authorized to issue, in compliance with the generally binding legal regulations, individual bond issues – mortgage bonds (hereinafter "**MB**" or "**Bonds**") in any currency, on the basis of the information provided herein as later amended (hereinafter "**Program**"). The total nominal value of all unpaid Bonds issued within Program must not exceed EUR 1 500 000 000.00 or equivalent sum in other currency. Program duration, during which VÚB, a.s. may issue individual Bonds issues within Program, is 10 years until 6 May 2023. Program has been approved by Issuer's Supervisory Board on October 24, 2012.

Program does not apply to conditions of other bond issues, issued by Issuer outside the scope of Program.

Base Prospectus contains common information concerning Bonds and conditions of offer thereof, on the basis of which individual Bonds issues will be issued within Program.

Prior to the commencement of Bonds issue issued within Program, Issuer shall prepare and publish a separate document (hereinafter "**Final Terms**") for each Bonds issue, and enclose a Summary for each issue (hereinafter "**Summary**"). Final Terms and Summary will provide, together with the information indicated in Base Prospectus, all the information in terms of the valid legal regulations for the given Bonds issue. Final Terms will contain such parameters of issue and conditions of Bonds issue for individual issues, which are unknown at the time of preparation of Base Prospectus and/or few variants of which are indicated in Base Prospectus.

Base Prospectus was prepared on May 15, 2014 according to the situation to the date of preparation thereof, unless otherwise provided. Base Prospectus is valid for 12 months of the approval thereof by the National Bank of Slovakia (hereinafter "**NBS**"), provided that Base Prospectus will be updated in terms of Art. 121 Section 9 of Act No. 566/2001 Coll. on securities and investment services as amended. Anytime during validity of Base Prospectus, a supplement to Base Prospectus (hereinafter "**Supplement**") may be prepared in relation to the updating of Base Prospectus and submitted to NBS for approval. Once approved, Supplement shall be published in the same way as Base Prospectus so that each offer of Bonds or application for regulation market entry is executed on the basis of valid and current prospectus of a security. Prior to the expiry of Base Prospectus, Issuer shall require NBS to approve a new basic prospectus, which shall be published in the same way as Base Prospectus.

Once approved by NBS, Base Prospectus (and future Supplements thereto) will be published free of charge and available in written form at the registered office of Issuer: Mlynské nivy 1, 829 90 Bratislava, in department: Balance Sheet Management (hereinafter "**Issuer's Registered Office**") and on Issuer's website: <http://www.vub.sk/informacny-servis/prospekty-cennych-papierov/>. A notification of availability will be published in daily national press, bringing market reports. All Final Terms and Summaries of individual issues, issued within Program, will be accessible on Issuer's website: <http://www.vub.sk/informacny-servis/prospekty-cennych-papierov/> and in hard copy at Issuer's Registered Office. Issuer's financial reports and financial statements published after the issue date of Base Prospectus, as well as all documents referred to herein are available on Issuer's website: <http://www.vub.sk/o-banke/profil-banky/> in electronic form and in hard copy at Issuer's Registered Office upon request, free of charge, during working days from 9 AM to 4 PM.

Final Terms and Summaries which will be prepared by Issuer in the future for any Bonds issue shall be published in the same way as Base Prospectus, submitted to NBS, and constitute, together with Base Prospectus as amended by later Supplements and approved by NBS and published, the entire information about each individual Bonds issue, issued within Program.

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I. SUMMARY

This summary is an introduction to Bonds Base Prospectus. It contains basic information about Issuer, Bonds and Program, contained elsewhere in Base Prospectus.

This summary is not exhaustive and does not contain all the information which may be significant for potential investors. Any investor's decision to invest into Bonds should take the assessment of the entire Bonds prospectus, i.e. Base Prospectus including later Supplements thereto, together with Final Terms of the relevant issue for the basis. Investors should, in particular, take the factors provided in chapter "II. RISK FACTORS" into consideration.

Summary reading instructions:

The summary is prepared in compliance with Commission Regulation (EU) No 486/2012 of March 30, 2012, amending Regulation (EC) No 809/2004 of April 29, 2004. Summaries are prepared in terms of the disclosure requirements, called "Elements". These Elements are numbered by sections A – E (A.1 – E.7).

This summary contains all Elements, required for the given kind of security and type of Issuer. Since it is not necessary to answer all Elements, certain gaps in numbering may occur in the Elements part.

In spite of the fact that a certain Element is required in the summary with regard to the security kind and Issuer type, it is possible that no relevant information can be provided for the given Element. If it is so, a brief explanation of Element is provided together with statement "does not apply".

| Section A – Introduction and notices | | |
|--------------------------------------|--------------------------|--|
| Element | Disclosure requirement | |
| A.1 | Notice | <p>This summary should be perceived as introduction to prospectus.</p> <p>Each decision to invest into Bonds should be based on the investor's assessment of the entire prospectus.</p> <p>In the event a petition concerning information contained in the prospectus is filed to the court, the investor-plaintiff may be charged with the costs of prospectus translation prior to the commencement of judicial proceedings in terms of the internal legal regulations of member countries.</p> <p>Only the persons submitting the summary including the translation thereof have the civil liability, provided that the summary is misleading, inaccurate or in contradiction with other prospectus parts, or does not contain, in connection with the other prospectus parts, key information, which should help the investors upon decision making on investments to such securities.</p> <p>Responsible persons and their representations: Všeobecná úverová banka, a.s. as Issuer, represented by Ing. Elena Kohútiková, PhD., member of Management Board, and Andrea De Michelis, member of Management Board, represents that it is liable for the information contained in the entire summary.</p> <p>Issuer represents that it paid due care to the summary preparation, that it prepared the summary using its best knowledge, that information and data contained therein are up-to-date, complete, true and actual to the date of preparation thereof and that no data which may influence the meaning thereof, accurate and correct assessment of Issuer and Bonds issued by Issuer were omitted.</p> <p>Signatures of responsible persons are provided in chapter "IV. INFORMATION ABOUT SECURITIES" of Base Prospectus.</p> |
| A.2 | Financial intermediation | Does not apply; Issuer will not grant its consent to use of Base Prospectus by financial intermediaries in secondary trading and no person will act as an intermediary in secondary trading. |

| Section B - Issuer | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|--|---|---|--------------------|---------|-------------------|---|--|-------|---|--|--|--------|------------------------------------|---|---|--------|--|---------------------------------------|--------|--|------------------------------|--------|--|-----------------------------------|--------|--|--|-------|--|
| Element | Disclosure requirement | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.1 | Name of Issuer | Všeobecná úverová banka, a.s.; name in short: VÚB, a.s. | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.2 | Domicile and legal form of Issuer | Registered office: Mlynské nivy 1, 829 90 Bratislava, CRN: 31 320 155, registered in the Business Register of District Court Bratislava I, section: Sa, file no. 341/B. Legal form: joint-stock company | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Legal regulations under which Issuer carries out its activities | Issuer carries out its activities under the Slovak law and under Act No. 513/1991 Coll. - the Commercial Code as amended, Act on Banks, Act on Securities | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Country of incorporation | Slovak Republic. | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.4b | Description of all known trends influencing Issuer and its field of business | Does not apply; Issuer is unaware of any trends or uncertainties, or eventually claims, obligations or circumstances which can be reasonably perceived as having a significant impact on the perspective of Issuer during the current financial year at the minimum. | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.5 | Group description and Issuer's position within the group | <p>VÚB, a.s., is a member of Intesa Sanpaolo group. The shareholder with decisive share in the mortgage bonds and voting rights of Issuer is Intesa Sanpaolo Holding International S.A. Dependence of VÚB, a.s. on other entities within the group is directly proportional to the share of those entities in Issuer's registered capital. Issuer has a direct equity interest in 10 entities.</p> <table border="1"> <thead> <tr> <th>Group</th> <th>Trade name and CRN</th> <th>% share</th> <th>Registered office</th> </tr> </thead> <tbody> <tr> <td>Legal person controlling VÚB, a.s. (as at March 31, 2014)</td> <td>Intesa Sanpaolo Holding International S.A., CRN: B 44318</td> <td>96.97</td> <td>35 Boulevard du Prince Henri, L-1724 Luxembourg, Luxembourg</td> </tr> <tr> <td>Legal person controlling Intesa Sanpaolo Holding International S.A., Luxembourg (as at March 31, 2014)</td> <td>Intesa Sanpaolo S.p.A., CRN: 00799960158</td> <td>100.00</td> <td>Piazza San Carlo 156, Turin, Italy</td> </tr> <tr> <td rowspan="5">Significant direct equity interest of VÚB, a.s., in business companies (as at March 31, 2014) with 50% and higher share in the registered capital</td> <td>Consumer Finance Holding, a.s., CRN: 35 923 130</td> <td>100.00</td> <td>Hlavné nám. 12, 060 01 Kežmarok, Slovak Republic</td> </tr> <tr> <td>VÚB, Factoring, a.s., CRN: 31 345 310</td> <td>100.00</td> <td>Mlynské nivy 1, 829 90 Bratislava, Slovak Republic</td> </tr> <tr> <td>Nadácia VÚB, CRN: 30 856 043</td> <td>100.00</td> <td>Mlynské nivy 1, 829 90 Bratislava, Slovak Republic</td> </tr> <tr> <td>VÚB Leasing a.s., CRN: 31 318 045</td> <td>100.00</td> <td>Mlynské nivy 1, 820 05 Bratislava, Slovak Republic</td> </tr> <tr> <td>VÚB Generali, Dôchodková správcovská spoločnosť, a.s., CRN: 35 903 058</td> <td>50.00</td> <td>Mlynské nivy 1, 820 04 Bratislava, Slovak Republic</td> </tr> </tbody> </table> | Group | Trade name and CRN | % share | Registered office | Legal person controlling VÚB, a.s. (as at March 31, 2014) | Intesa Sanpaolo Holding International S.A., CRN: B 44318 | 96.97 | 35 Boulevard du Prince Henri, L-1724 Luxembourg, Luxembourg | Legal person controlling Intesa Sanpaolo Holding International S.A., Luxembourg (as at March 31, 2014) | Intesa Sanpaolo S.p.A., CRN: 00799960158 | 100.00 | Piazza San Carlo 156, Turin, Italy | Significant direct equity interest of VÚB, a.s., in business companies (as at March 31, 2014) with 50% and higher share in the registered capital | Consumer Finance Holding, a.s., CRN: 35 923 130 | 100.00 | Hlavné nám. 12, 060 01 Kežmarok, Slovak Republic | VÚB, Factoring, a.s., CRN: 31 345 310 | 100.00 | Mlynské nivy 1, 829 90 Bratislava, Slovak Republic | Nadácia VÚB, CRN: 30 856 043 | 100.00 | Mlynské nivy 1, 829 90 Bratislava, Slovak Republic | VÚB Leasing a.s., CRN: 31 318 045 | 100.00 | Mlynské nivy 1, 820 05 Bratislava, Slovak Republic | VÚB Generali, Dôchodková správcovská spoločnosť, a.s., CRN: 35 903 058 | 50.00 | Mlynské nivy 1, 820 04 Bratislava, Slovak Republic |
| Group | Trade name and CRN | % share | Registered office | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Legal person controlling VÚB, a.s. (as at March 31, 2014) | Intesa Sanpaolo Holding International S.A., CRN: B 44318 | 96.97 | 35 Boulevard du Prince Henri, L-1724 Luxembourg, Luxembourg | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Legal person controlling Intesa Sanpaolo Holding International S.A., Luxembourg (as at March 31, 2014) | Intesa Sanpaolo S.p.A., CRN: 00799960158 | 100.00 | Piazza San Carlo 156, Turin, Italy | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Significant direct equity interest of VÚB, a.s., in business companies (as at March 31, 2014) with 50% and higher share in the registered capital | Consumer Finance Holding, a.s., CRN: 35 923 130 | 100.00 | Hlavné nám. 12, 060 01 Kežmarok, Slovak Republic | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | VÚB, Factoring, a.s., CRN: 31 345 310 | 100.00 | Mlynské nivy 1, 829 90 Bratislava, Slovak Republic | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Nadácia VÚB, CRN: 30 856 043 | 100.00 | Mlynské nivy 1, 829 90 Bratislava, Slovak Republic | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | VÚB Leasing a.s., CRN: 31 318 045 | 100.00 | Mlynské nivy 1, 820 05 Bratislava, Slovak Republic | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | VÚB Generali, Dôchodková správcovská spoločnosť, a.s., CRN: 35 903 058 | 50.00 | Mlynské nivy 1, 820 04 Bratislava, Slovak Republic | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.9 | Prognosis or profit estimate | Does not apply; Issuer decided not to include the profit prognosis and has not published the profit prognosis to the date of Base Prospectus preparation. | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.10 | Reservations in auditor's report | Does not apply; auditor's opinion contained no reservations. | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.12 | Selected key historical financial information | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | The selected key historical financial information from consolidated financial statements verified by auditor, for the period ending on December 31, 2011, December 31, 2012, and December 31, 2013 prepared in compliance with the International Financial Reporting Standards (IFRS). | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

Consolidated Statement of Financial Position

(in EUR thousands)

| | 2013 | Adjusted 2012 | 2011 |
|--|-------------------|-------------------|-------------------|
| Assets | | | |
| Cash and balances with central banks | 96 820 | 150 837 | 90 977 |
| Loans and advances to banks | 771 638 | 580 780 | 502 291 |
| Financial assets classified as held for trading | 207 674 | 73 770 | 273 962 |
| Derivative financial instruments | 29 221 | 42 619 | 80 399 |
| Financial assets held for sale | 1 588 324 | 1 482 727 | 1 455 626 |
| Non-current assets held for sale | - | - | 3 |
| Loans and advances to customers | 7 574 317 | 7 526 581 | 7 266 546 |
| Held-to-maturity investments | 995 831 | 1 041 721 | 1 137 540 |
| Subsidiaries, associates and jointly controlled entities | 14 362 | 7 596 | 7 077 |
| Intangible assets | 54 807 | 47 841 | 41 486 |
| Goodwill | 29 305 | 29 305 | 29 305 |
| Property and equipment | 122 108 | 138 776 | 146 732 |
| Current tax liabilities | - | 16 475 | 2 791 |
| Deferred tax liabilities | 41 895 | 43 637 | 77 463 |
| Other assets | 30 121 | 33 292 | 19 100 |
| | <u>11 556 423</u> | <u>11 215 957</u> | <u>11 131 298</u> |
| Liabilities | | | |
| Deposits from central and other banks | 781 504 | 667 350 | 688 469 |
| Derivative financial instruments | 42 884 | 53 194 | 57 382 |
| Deposits from customers | 7 838 211 | 7 632 684 | 7 487 408 |
| Issued debt securities | 1 404 607 | 1 417 762 | 1 660 487 |
| Due tax liabilities | 1 166 | - | - |
| Reserves | 22 033 | 25 607 | 27 328 |
| Other liabilities | 86 629 | 97 766 | 94 966 |
| | <u>10 177 034</u> | <u>9 894 363</u> | <u>10 016 040</u> |
| Equity | | | |
| Equity (without net profit for the year) | 1 244 293 | 1 201 890 | 938 355 |
| Net profit for the year | 135 096 | 119 704 | 176 903 |
| | <u>1 379 389</u> | <u>1 321 594</u> | <u>1 115 258</u> |
| | <u>11 556 423</u> | <u>11 215 957</u> | <u>11 131 298</u> |
| Off balance sheet items | <u>2 833 496</u> | <u>150 837</u> | <u>2 691 354</u> |

| Consolidated Statement of Comprehensive Income | | | |
|--|------------------|------------------|------------------|
| (in EUR thousand) | | | |
| | 2013 | 2012 | 2011 |
| Interest and similar income | 528 491 | 543 131 | 541 281 |
| Interest expense and similar expenses | <u>(115 769)</u> | <u>(151 895)</u> | <u>(138 403)</u> |
| Net interest income | 412 722 | 391 236 | 402 878 |
| Fee and commission income | 136 756 | 142 294 | 141 406 |
| Fee and commission expense | <u>(36 432)</u> | <u>(32 670)</u> | <u>(32 979)</u> |
| Net fee and commission income | 100 324 | 109 624 | 108 427 |
| Net trading income | 9 655 | (25 485) | 942 |
| Other operating income | <u>8 133</u> | <u>6 338</u> | <u>13 646</u> |
| Operating income | 530 834 | 481 713 | 525 893 |
| Salaries and employee benefits | (107 796) | (97 428) | (103 844) |
| Other operating expenses | (91 154) | (91 766) | (99 814) |
| Special levy for selected financial institutions | (38 480) | (35 151) | - |
| Depreciation of intangible assets | (11 216) | (12 171) | (14 297) |
| Depreciation of property, plant and equipment | <u>(16 630)</u> | <u>(18 575)</u> | <u>(18 314)</u> |
| Operating expenses | (265 276) | (255 091) | (236 269) |
| Operating profit before impairment | 265 558 | 226 622 | 289 624 |
| Impairment on financial assets | <u>(87 880)</u> | <u>(79 995)</u> | <u>(67 935)</u> |
| Operating profit | 177 678 | 146 627 | 221 689 |
| Profit share of associates and jointly controlled entities | <u>2 032</u> | <u>1 213</u> | <u>850</u> |
| Profit before tax | 179 710 | 147 840 | 222 539 |
| Income tax | <u>(44 614)</u> | <u>(28 136)</u> | <u>(45 636)</u> |
| NET PROFIT FOR THE YEAR | 135 096 | 119 704 | 176 903 |
| Other parts of comprehensive income for the year after tax: | | | |
| Foreign currency translation differences for foreign operations | (6) | 152 | (38) |
| Available-for-sale financial assets | (14 667) | 130 458 | (45 012) |
| Cash flow hedge | <u>1 697</u> | <u>3 116</u> | <u>(1 006)</u> |
| Other parts of comprehensive income for the year after tax | (12 976) | 133 726 | (46 056) |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | 122 120 | 253 430 | 130 847 |

Selected key interim financial information

The selected key interim financial information from the Interim individual financial statements unverified by auditor, for the period ending on March 31, 2014 prepared in compliance with the International Accounting Standards IAS 34 Interim financial statements.

Individual Statement of Financial Position as of 31 March 2014
(in EUR thousands)

| | Mar 2014 | Dec 2013 |
|---|---------------------|---------------------|
| Assets | | |
| Cash and balances with central banks | 136 014 | 96 634 |
| Loans and advances to banks | 893 172 | 771 467 |
| Securities at fair value through P/L account, issued debt securities and FX | 237 504 | 207 674 |
| Derivative financial instruments | 22 744 | 29 221 |
| Financial assets held for sale | 1 656 478 | 1 588 324 |
| Loans and advances to customers | 7 220 966 | 7 159 983 |
| Held-to-maturity investments | 609 443 | 995 831 |
| Subsidiaries, associates and jointly controlled entities | 95 566 | 95 990 |
| Intangible assets | 48 591 | 51 348 |
| Property and equipment | 108 116 | 111 743 |
| Current tax liabilities | - | 1 699 |
| Deferred tax liabilities | 27 312 | 27 960 |
| Other assets | 16 038 | 13 504 |
| | <u>11 071 944</u> | <u>11 151 378</u> |
| Liabilities | | |
| Deposits from central and other banks | 223 918 | 507 276 |
| Derivative financial instruments | 28 221 | 42 884 |
| Deposits from customers | 7 994 644 | 7 839 050 |
| Issued debt securities | 1 435 172 | 1 404 607 |
| Current tax liabilities | 5 866 | - |
| Reserves | 22 181 | 21 973 |
| Other liabilities | 142 513 | 63 161 |
| | <u>9 852 515</u> | <u>9 878 951</u> |
| Equity | | |
| Equity (without net profit for the period) | 1 190 474 | 1 167 789 |
| Net profit for the period | 28 955 | 104 638 |
| | <u>1 219 429</u> | <u>1 272 427</u> |
| | <u>11 071 944</u> | <u>11 151 378</u> |
| Off balance sheet items | <u>2 827 888</u> | <u>2 848 946</u> |

**Individual Profit and Loss Account and Other Comprehensive Income Components
for 3 months ended 31 March 2014**

(in EUR thousand)

| | Mar 2014 | Mar 2013 |
|--|---------------------|---------------------|
| Interest and similar income | 112 676 | 115 138 |
| Interest expense and similar expenses | <u>(23 968)</u> | <u>(28 811)</u> |
| Net interest income | 88 708 | 86 327 |
| Fee and commission income | 30 610 | 33 435 |
| Fee and commission expense | <u>(14 969)</u> | <u>(13 884)</u> |
| Net fee and commission income | 15 641 | 19 551 |
| Net trading income | 2 039 | 3 536 |
| Other operating income | 795 | 770 |
| Dividend income | <u>2 287</u> | <u>-</u> |
| Operating income | 109 470 | 110 184 |
| Salaries and employee benefits | (24 100) | (23 448) |
| Other operating expenses | (21 401) | (18 717) |
| Special levy for selected financial institutions | (9 887) | (9 712) |
| Depreciation of intangible assets | (2 584) | (2 234) |
| Depreciation of property, plant and equipment | <u>(3 368)</u> | <u>(3 849)</u> |
| Operating expense | (61 340) | (57 960) |
| Operating profit before impairment | 48 130 | 52 224 |
| Impairment on financial assets | <u>(11 360)</u> | <u>(17 037)</u> |
| Profit before tax | <u>36 770</u> | <u>35 187</u> |
| Income tax | <u>(7 815)</u> | <u>(8 345)</u> |
| NET PROFIT FOR THREE MONTHS | <u>28 955</u> | <u>26 842</u> |
| Other comprehensive income components for three months after tax: | | |
| Foreign currency translation differences for foreign operations | - | (7) |
| Available-for-sale financial assets | 2 240 | (10 114) |
| Cash flow hedge | <u>345</u> | <u>115</u> |
| Other parts of comprehensive income for three months after tax | <u>2 585</u> | <u>(10 006)</u> |
| TOTAL COMPREHENSIVE INCOME FOR THREE MONTHS | <u>31 540</u> | <u>16 836</u> |
| Base and diluted profit per share at the value of € 33.2 in EUR | <u>2.23</u> | <u>2.07</u> |

**Significant unfavorable
change of Issuer's
prospects**

Since the publication of the last Consolidated Economic Result, prepared in compliance with the International Financial Reporting Standards, no significant unfavorable change in the Issuer's prospects has occurred.

Significant changes

Does not apply; after the period, for which the historical financial information are provided, no significant changes in the financial or business position of Issuer have occurred.

| | | |
|-------------|---|---|
| B.13 | Specific circumstances relating to Issuer's solvency | Does not apply; no recent specific circumstances, having an impact on Issuer's solvency, have occurred. |
| B.14 | Dependence on other entities within the group | Dependence of VÚB, a.s., on other entities within the group is proportional to the share of these entities in Issuer's registered capital. Intesa Sanpaolo Holding International S.A., with the registered office at 35 Boulevard du Prince Henri, L-1724 Luxembourg, Luxembourg, CRN B 44318 is the shareholder with majority share, i.e. 96.97%, in Issuer's registered capital and voting rights. The legal person controlling Intesa Sanpaolo Holding International S.A., Luxembourg is Intesa Sanpaolo S.p.A., with the registered office at Piazza San Carlo 156, Turin, Italy, CRN 00799960158, with 100% share. |
| B.15 | Main Issuer's activities | Issuer is a universal bank and its main activities are: credits providing, deposits receiving, bank services providing to the public, services providing on the capital and interbank markets. |
| B.16 | Direct or indirect owning or controlling of Issuer | The legal person controlling Issuer is Intesa Sanpaolo Holding International S.A., with the registered office at 35 Boulevard du Prince Henri, L-1724 Luxembourg, Luxembourg, CRN B 44318, with 96.97% share. The legal person controlling Intesa Sanpaolo Holding International S.A., Luxembourg is Intesa Sanpaolo S.p.A., with the registered office at Piazza San Carlo 156, Turin, Italy, CRN 00799960158, with 100% share. |
| B.17 | Rating | Moody's gave the following rating to Issuer: deposits A3/P- 2; financial force C-; negative forecast. Mortgage bonds issued by Issuer within the Offering Program were rated at the level A1. |

| Section C - Securities | | |
|-------------------------------|---|---|
| Element | Disclosure requirement | |
| C.1 | Kind and class of securities | Registered bearer bond - mortgage bond. |
| | Identification number of securities | Those information will be provided in Final Terms of a specific issue. |
| C.2 | Issue currency | Those information will be provided in Final Terms of a specific issue. |
| C.5 | Restriction to free transferability | Does not apply; Bonds are transferrable to a new owner without restrictions, no preemption or exchange rights are attached to Bonds. |
| C.8 | Description of rights attached to securities including assessment classification and restriction of those rights | <p>Rights attached to Bonds, restrictions of rights and procedures of the exercise thereof, as well as the obligations following from Bonds are contained in the valid legal regulations of the Slovak Republic, in particular in Act on Bonds and Act on Securities, in Basic Prospectus and relevant Final Terms of individual issue. With the exception of restrictions explicitly provided herein and in documents related hereto and restrictions which directly follow from the relevant legal regulations of the Slovak Republic, Issuer has not otherwise restricted or used its right to restrict the rights of Bonds owners even in cases in which the applicable valid legal regulations of the Slovak Republic allow for the restriction of rights of Bonds owners by Issuer. The facts associated with the exercise of rights of Bonds owners will be provided in the national periodic press, publishing stock exchange reports. No preemption or exchange rights are attached to Bonds.</p> <p>MB are direct, general, secured and unconditional pari passu obligations, ranking equally among each other and in relation to other current and future direct, general, secured and unconditional obligations of Bank, with the exception of obligations to which cogent provision of legal regulations will apply.</p> <p>A Bond owner is entitled to payment of earnings and repayment of nominal value in terms of the issue conditions.</p> |
| C.9 | Interest rate, maturity of securities, earnings and representatives of securities holders | Those information will be provided in Final Terms of a specific issue. |
| C.10 | Explanation of derivative component upon interest payment | Does not apply; MB issues do not have a derivative component upon interest payment. |

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|-------------|-------------------------------|--|
| C.11 | Acceptance for trading | Those information will be provided in Final Terms of a specific issue. |
|-------------|-------------------------------|--|

| Section D - Risks | | |
|--------------------------|---|--|
| Element | Disclosure requirement | |
| D.2 | Key information about the most important risks specific for Issuer | <p>Issuer's exposure to credit risk, liquidity, interest rate or operating risks arises from regular business activities with regard to Issuer's business purpose.</p> <p>In order to mitigate the mentioned risks, Issuer uses a number of instruments by which it controls the quality of its assets, financial operations and business deals carried out. The work processes to eliminate these risks are implemented under the supervision of the internal control. All the activities carried out by Issuer are regularly monitored and controlled by the National Bank of Slovakia.</p> <p>Issuer's performance and results may be negatively influenced also by external factors which are outside Issuer's control, i.e. change of economic environment, phases of economic cycle, volatility on financial markets or increased competitiveness in the sector of financial services. Moreover, the current unfavorable situation on the world financial market increases the fluctuation of bonds prices, which may decrease, together with volatility of interest rates and exchange rates, the demand for products and services of Issuer.</p> <p>Issuer and its ability to perform its obligations may be influenced, apart from the risks mentioned above, also by the risks following from legislation changes and position of Issuer on the Slovak bank market. Another fact which should be taken into consideration is the rating of Issuer, which (<i>rating</i>) does not necessarily express all potential risks.</p> <p>In general, negative changes of the local and international economic environment, inflation, consumption of households and businesses, recession, unemployment, limited credit possibilities and other factors outside investor's control may have a negative impact on Issuer's performance, value of investment portfolio, as well as market value of securities issued by Issuer.</p> |
| D.3 | Key information about the most important risks specific for securities | <p>A potential investor should responsibly assess the investment to Bonds issued by Issuer. It is particularly necessary for the investor to:</p> <ol style="list-style-type: none"> 1) have enough knowledge and experience in order to reasonably assess Bonds, advantages and risks of investment to Bonds and information contained in Base Prospectus or information referred to in Base Prospectus or the relevant Supplement thereto; 2) have enough information concerning the investment, as well as the ability to assess the information in the context of his/her/its financial situation and impact of that investment on his/her/its existing portfolio; 3) have enough funds to withstand eventual negative development of risk factors concerning Issuer or Bonds; 4) fully understand the conditions of issue, know the relevant financial indicators and their possible development together with development of financial markets; 5) be able to assess the possible scenarios of economic development, development of interest rates and other factors which may have an impact on his/her/its investment and ability to bear the associated risks. <p>Low liquidity of the secondary market – the present situation on the capital market in the Slovak Republic is characterized by persistent low liquidity. If Issuer applies to Burza cenných papierov v Bratislave, a.s. (<i>the Bratislava Stock Exchange</i>) for the acceptance of a specific Bonds issue to its regulated market, Issuer cannot guarantee that Bonds will be actively traded, i.e. that there will be a demand for Bonds on the market and/or that this condition will remain the same after the commencement of trading.</p> <p>Non-guaranteed price of Bonds on the secondary market - Issuer cannot guarantee the price for which Bonds will be purchased and/or sold on the secondary market. The price is influenced by the current market conditions, therefore it changes in the</p> |

| | | |
|--|--|---|
| | | <p>course of trading.</p> <p>Interest risk – the value of Bonds is influenced by changes in interest rates, which respond to economic, political or market estimates.</p> <p>Credit risk – the value of Bonds may change in dependence upon the market perception of Issuer's creditworthiness.</p> <p>Influence of inflation – the obligation of Issuer to repay the debt in a certain currency has a lower real value than at the time of the investment due to higher inflation on that currency.</p> <p>Impact of taxes and fees – the return on investment to Bonds is influenced by tax regime valid in the country of Issuer's registered office or in the country in which a security is transferred. A potential investor should also learn about the amount and kind of fees charged to him/her/it in relation to the acquisition, possession or sale of Bonds.</p> <p>Legal regime - Bonds are issued in compliance with the legal regulations valid in the Slovak Republic at the time of Bonds issue. Change of legal regulations during useful life of Bonds may have an impact on the value thereof and/or return on investment.</p> |
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| Section E - Offer | | |
|--------------------------|---|--|
| Element | Disclosure requirement | |
| E.2b | Reasons of offer and earnings use | MB issues are issued in order to ensure source of financing for mortgage deals executed under the valid banking licence. Proceeds from issue are used to finance the mortgage deals. |
| E.3 | Description of the offer conditions | <p>Bonds may be offered, within primary sale, to qualified or non-qualified investors or all investor categories. The selected variant will be provided in Final Terms of the issue.</p> <p>An investor shall pay the price for Bonds on the basis of Firm Order of primary purchase to Issuer's account provided in the Firm Order. Issuer shall provide for crediting of the given number of Bonds to the investor's assets account maintained by CSD or CSD member following the receipt of payment.</p> <p>The estimated price, for which securities will be offered, will be provided in Final Terms of a specific issue provided that in the event of a public offer in terms of Act on Securities, the issue rate will be determined as a specific percentage of the nominal value of Bond (120% at the maximum) and in the event of offer under Art. 120 section 3 of Act on Securities, the issue rate will be determined by spread. Bonds may be offered for a price above or below the nominal value of Bond provided that if applicable, the interest income will be proportionally added to the issue rate of Bonds, issued after the date of issue. The price for purchaser will be determined as a multiple of issue rate, nominal value and number of Bonds.</p> <p>The manner of notification of the number of subscribed Bonds is contained in the relevant Firm Order and Confirmation of Primary Purchase the investor will receive after the deal closing. Trading with Bonds cannot be commenced prior to the receipt of notification.</p> <p>The issue costs associated with the issue shall be borne by Issuer. Eventual fees charged by the subscribing party will be provided in Final Terms of a specific issue. Payment and deposit representatives will not be appointed. Payment of proceeds and repayment of nominal value will be provided for by Issuer.</p> <p>Other information concerning the conditions of offer will be provided in Final Terms of a specific issue.</p> |
| E.4 | Important interests, including contradictory | Those information will be provided in Final Terms of a specific issue. |
| E.7 | Estimated costs for the investor | Those information will be provided in Final Terms of a specific issue. |

II. RISK FACTORS

Investment to Bonds is associated with certain risks including those provided herein. Issuer notifies of the fact that in the event of interest in the investment to individual Bonds issue, which may be issued within Program, it is necessary that the potential investors make their own investment decision prior to investing to Bonds, taking the following risk factors and other investment considerations into careful consideration and deciding on the basis of the information provided herein, in Final Terms, Summaries and Supplements, which may be prepared in the future, during validity of Base Prospectus, as well as on the basis of information in documents referred to herein in chapter "List of cross-references used" as later amended by Supplement.

The occurrence of any of the mentioned risks is influenced by development of unpredictable events while it is impossible to determine whether an event will occur and/or what is the probability of the occurrence thereof. The mentioned events would have a significant impact on the financial result of Issuer and its ability to perform its obligations following from Bonds.

The following overview of risks cannot be regarded as a final one and Issuer does not guarantee that there are no other risks, apart from the mentioned risk factors, which may have an impact on Issuer and/or Bonds issued by Issuer. The future investors should therefore make their own independent assessment of all risk factors and consider all the other parts of this document. The purpose of this part of the document is not to list the risks according to their importance or occurrence probability.

The risk factors provided hereunder may have an impact on the ability of Issuer to perform its obligations following from Bonds.

2.1 RISKS OF IMPACT OF ISSUER'S MACROECONOMIC ENVIRONMENT

A very high degree of openness of the Slovak economy predestines it for high sensitivity to development of external environment. If the global development is favorable, the openness results in high growth potential; however on the other hand the relationship also applies vice versa. The foreign demand becomes the decisive factor of the performance of domestic economy, which the Issuer conducts business in. At the background of Eurozone falling economy in the last year 2013 the growth of Slovak GDP slowed down to the values approaching zero, however the domestic economy managed to avoid recession.

The fact that Slovakia made remedy also in public finance sector may be perceived as positive, as well. The deficit of public finance has been significantly decreasing since 2010 in proportion to the GDP. At the end of 2013 the deficit most likely decreased again under the determined 3% limit. Measures, which should decrease the deficit, were primarily one-off measures and they cannot be considered to become true and permanent consolidation. The growth of tax burden on entrepreneurial entities and moreover a dramatic drop in government investments puts the potential of future economy growth at risk. So Slovakia faces a serious challenge of bringing the deficit of public finance to a sustainable level. The weak labor market remains the long-term challenge and weak point of the Slovak economy. The unemployment is one of the most serious problems in Slovakia. The economy still cannot rely more significantly on the domestic demand and remains dependent primarily on fragile recovery of euro zone.

As to the currency policy of the ECB, it has recently faced a number of challenges. However, finally the ECB succeeded in having the situation on the financial markets under control not only thanks to the drop in rates to a historical minimum, but also thanks to unconventional monetary policy instruments. Together with other rescue programs in the euro zone (EFSF/ESM) and also with more intense integration of European bank area, the cumulative effect of those measures helped to attenuate a significant portion of pressure on the financial markets. Furthermore the recent approach of the ECB has clearly declared the willingness of monetary authority to support single euro zone economy by any available instruments.

The current risks of banking are associated in this environment with the following circumstances:

- 1) The growth of the Slovak economy will keep being dependent on the economies of our main business partners. With regard to the traditional orientation of the Slovak banking sector (including VÚB, a.s.), the labor market development will be the most significant factor influencing services providing to

public. Potential recurrent escalation of debt problems in euro zone may scratch the expected recovery of single economy with a negative impact on domestic labor market. It may result in slower-than-expected deposit inflow, lower loan demand and higher rate of bad loans, thus negatively influencing the Bank's financial performance.

- 2) The risk that the fiscal crisis will further shift to the countries on the periphery may again increase the volatility on the financial markets and if taken to the extreme, destabilize the EU banking sector. Apart from the risk of growing risk premium, that would lead to worse performance of the banking sector.
- 3) The pressure to sustain the fiscal performance in the area of public finance may result in the necessity to increase the income to the state treasury in the form of further increase of taxes. Significantly higher taxes together with increased regulation requirement within the banking sector may similarly negatively influence the Bank's financial performance.

Apart from the mentioned economic and political risks, following from the recent development of the Slovak economy and estimates of future development thereof, Issuer is exposed, during its business activities, in particular to credit, operating and market risks. In order to minimize the risks, Issuer implements various control mechanisms, internal banking procedures and internal measures. Bank is supervised by the National Bank of Slovakia and Issuer must also comply with the regulations concerning tier capital and prudent business conducting. However, the occurrence of future risks cannot be excluded.

With regard to the current situation on the financial market and situation of the Slovak Republic as a whole, there are risks which may be significant for Bonds and market risks assessment associated therewith but Issuer cannot assess the impact or intensity of the risks. Issuer cannot guarantee that no other factors which may have a negative impact on Bonds and market risks related thereto will occur in addition to the mentioned risks.

2.2 Risks concerning Issuer

Issuer's exposure to credit risk, liquidity, interest rate or operating risks arises from regular business activities with regard to Issuer's business purpose.

Credit risk – risk of non-performance of obligations on the part of Issuer. The sector of banking and financial services may be negatively influenced by a number of factors such as the general market conditions, performance of financial markets, level of interest rates, fluctuations of exchange rates, legislative changes as well as regulation changes made by the central banks. Deterioration of the market situation may negatively influence the demand for products and services offered by Issuer. A negative development of those factors may also endanger the ability of clients to repay their obligations, which may have a negative impact on Issuer and may potentially represent a risk of non-performance of obligations by Issuer.

Liquidity risk - risk of inability of Issuer to perform its obligations duly and on time. To mitigate this risk, Issuer is focusing on the balance of maturity of assets and liabilities reaching.

Interest risk – risk occurring due to imbalance between assets and liabilities sensitive to interest rates, i.e. risk of interest rate change, volatility thereof and change of the yield curve.

Operating risk – risk of occurrence of loss caused by unsuitable or inappropriately set internal processes, human error and external circumstances. Operating risks includes also the risk of loss due to breach of legal regulations, contractual liability or other lawsuits or administrative proceedings.

In order to mitigate the mentioned risks, Issuer uses a number of instruments by which it controls the quality of its assets, financial operations and business deals carried out. The work processes to eliminate these risks are implemented under the supervision of the internal control. All the activities carried out by Issuer are regularly monitored and controlled by the National Bank of Slovakia.

Issuer's performance and results may be negatively influenced also by external factors which are outside the Issuer's control, i.e. change of economic environment, phases of economic cycle, volatility on financial markets or increased competitiveness in the sector of financial services. Moreover, the current unfavorable situation on the

world financial market increases the fluctuation of bonds prices, which may decrease, together with volatility of interest rates and exchange rates, the demand for the products and services of Issuer.

Issuer and its ability to perform its obligations may be influenced, apart from the risks mentioned above, also by the risks following from legislation changes and position of Issuer on the Slovak bank market. Another fact which should be taken into consideration is the rating of Issuer, which (*rating*) does not necessarily express all potential risks.

In general, negative changes of local and international economic environment, inflation, consumption of households and businesses, recession, unemployment, limited credit possibilities and other factors outside Issuer's control may have a negative impact on Issuer's performance, value of investment portfolio, as well as market value of securities issued by Issuer.

2.3 Risks associated with Bonds

A potential investor should responsibly assess the investment to Bonds issued by Issuer. It is particularly necessary for the investor to:

- 1) have enough knowledge and experience in order to reasonably assess Bonds, advantages and risks of investment to Bonds and information contained in Base Prospectus or information referred to in Base Prospectus or the relevant Supplement thereto;
- 2) have enough information concerning the investment, as well as the ability to assess the information in context of his/her/its financial situation and impact of that investment on his/her/its existing portfolio;
- 3) have enough funds to withstand an eventual negative development of risk factors concerning Issuer or Bonds;
- 4) fully understand the conditions of issue, know the relevant financial indicators and their possible development together with the development of financial markets;
- 5) be able to assess the possible scenarios of economic development, development of interest rates and other factors which may have an impact on his/her/its investment and ability to bear the associated risks.

Low liquidity of the secondary market – the present situation on the capital market in the Slovak Republic is characterized by persistent low liquidity. If Issuer applies to Burza cenných papierov v Bratislave, a.s. (*the Bratislava Stock Exchange*) for the acceptance of a specific Bonds issue to its regulated market, Issuer cannot guarantee that Bonds will be actively traded, i.e. that there will be a demand for Bonds on the market and/or that this condition will remain the same after the commencement of trading.

Non-guaranteed price of Bonds on the secondary market - Issuer cannot guarantee the price for which Bonds will be purchased and/or sold on the secondary market. The price is influenced by the current market conditions, therefore it changes in the course of trading.

Interest risk – the value of Bonds is influenced by changes in interest rates, which respond to economic, political or market estimates.

Credit risk – the value of Bonds may change in dependence upon the market perception of Issuer's creditworthiness.

Influence of inflation – the obligation of Issuer to repay the debt in a certain currency has a lower real value than at the time of the investment due to higher inflation on that currency.

Impact of taxes and fees – the return on investment to Bonds is influenced by tax regime valid in the country of Issuer's registered office or in the country in which a security is transferred. A potential investor should also learn about the amount and kind of fees charged to him/her/it in relation to the acquisition, possession or sale of Bonds.

Legal regime - Bonds are issued in compliance with the legal regulations valid in the Slovak Republic at the time of Bonds issue. Change of legal regulations during useful life of Bonds may have an impact on the value thereof and/or return on investment.

Any estimates or prospects concerning Issuer's future development, its financial situation, scope of business activities or market positions cannot be interpreted as a declaration or binding promise concerning the future events or results because these depend, entirely or partially, on circumstances and events Issuer cannot influence. The potential investors should make their own analyses of any development trends or prospects provided herein or eventually further conduct own surveys and base their investment decisions on the results of such analyses and surveys.

Information provided in this chapter are not exhaustive and are provided as general information only, based on the situation as at the date of Base Prospectus preparation. The potential buyers of Bonds should rely exclusively on their own analyses of facts provided in this chapter and on their own legal, tax and other professional advisors.

"EUR", "euro" or "€" means, in this document, the statutory Slovak currency since January 1, 2009.

III. INFORMATION ABOUT ISSUER

3.1 Responsible persons

Responsible persons: Všeobecná úverová banka, a.s., represented by Ing. Elena Kohútiková, PhD., member of the Management Board, and Andrea De Michelis, member of the Management Board, represents that as Issuer, it bears liability for the information contained in this part of Base Prospectus.

Representations of responsible persons: Issuer represents that due care was paid during preparation of this part of Base Prospectus to the best knowledge of the responsible persons, that the information and data provided in this part hereof are up-to-date, complete, true and reflect the reality as of the date of preparation of this part hereof and no data which may significantly influence the meaning of this part hereof, exact and correct assessment of Issuer and Bonds issued by Issuer, were omitted.

The signatures of responsible persons are mentioned in chapter "IV. INFORMATION ABOUT SECURITIES" of this Base Prospectus.

3.2 Statutory auditors

The audit of the Consolidated Financial Statements for the year ending on December 31, 2012 was carried out according to the International Financial Reporting Standards by company KPMG Slovensko spol. s r.o., Dvořákovo nábrežie 10, P.O.Box 7, 820 04 Bratislava 24, which is a member of the Slovak Chamber of Auditors - SKAU (license SKAU no. 96).

The audit of the Consolidated Financial Statements for the year ending on December 31, 2013 was carried out according to the International Financial Reporting Standards by company KPMG Slovensko spol. s r.o., Dvořákovo nábrežie 10, P.O.Box 7, 820 04 Bratislava 24, which is a member of the Slovak Chamber of Auditors - SKAU (license SKAU no. 96).

3.3 Risk factors

The risk factors specific to Issuer are provided in chapter "II. RISK FACTORS" hereof.

3.4 Issuer's history and development

| | |
|---|---|
| Trade name | Všeobecná úverová banka, a.s.; in short: VÚB, a.s. Registered in the Business Register of District Court Bratislava I, Section: Sa, file no.: 341/B |
| Date of incorporation | April 1, 1992 |
| CRN | 31 320 155 |
| Registered office | Mlynské nivy 1, 829 90 Bratislava |
| Legal form | joint-stock company |
| Legal regulations under which Issuer carries out its business activities | Act No. 513/1991 Coll. Commercial Code as amended, Act on Banks and Act on Securities |
| Country of incorporation | Slovak Republic |
| Phone no. | 02/5055 1111 |
| Fax no. | 02/5055 2507 |
| Web | www.vub.sk |

Všeobecná úverová banka was incorporated by Štátna banka československá in connection with the reform of the Czechoslovak bank system as of January 1, 1990 as a state financial institution (š.p.ú.) carrying out its activities in the Czechoslovak Federal Republic.

VÚB, š.p.ú. was included in the first wave of the voucher privatization. In compliance with the approved privatization project, VÚB, š.p.ú. was transformed to a joint-stock company on April 1, 1992. VÚB, a.s. was registered in the Business Register with the registered capital of 2 039 054 000 Czechoslovak crowns. VÚB, a.s., was incorporated under the Slovak law, Act No. 513/1991 Coll. Commercial Code, Act No. 92/1991 Coll. on the conditions of transfer of the state property to other persons and Act No. 253/1991 Coll. on the powers of authorities in the matter of transfer of the state property to other persons and National Property Fund of the Slovak Republic, in compliance with the resolution of the government of the Czechoslovak Federal Republic no. 1 of January 9, 1992 approving the privatization project, prepared for the privatization of Všeobecná úverová banka. VÚB, a.s. has been incorporated for an indefinite period of time.

Following the decision of the general meeting of shareholders of VÚB, a.s. of May 26, 1994 on the increase of registered capital by issue of new shares, 2 039 054 new shares were subscribed and paid up. The registered capital of SKK 4 078 108 000 was registered in the Business Register of District Court Bratislava I on March 22, 1995. Following the decision of the general meeting of shareholders of VÚB, a.s. of December 8, 1999, the registered capital of VÚB, a.s. was increased by SKK 8 900 mln. by new shares underwriting. The registered capital of SKK 12 978 108 000 was registered in the Business Register of District Court Bratislava I on December 20, 1999.

In 2001 foreign shareholder Gruppo IntesaBci acquired a majority share – i.e. 94.46% share in VÚB, a.s. and Bank became a member of this important financial group. Financial group Banca Intesa (former Gruppo IntesaBci) was, in terms of the balance sheet amount and volume of equity, the biggest bank in Italy and one of the most prominent banks in Europe. Since Banca Intesa entered the scene, the strategy of Bank has been focusing on ambitious restructuring and transformation of Bank into a modern, dynamic and client friendly financial institution.

On January 1, 2007 Banca Intesa officially merged with another Italian bank Sanpaolo IMI, giving rise to financial group Intesa Sanpaolo with the headquarters in Turin. Financial group Intesa Sanpaolo is a leader in Italy and one of the leading banks offering financial products and services to households and companies in Europe, able to compete on the international level.

Intesa Sanpaolo strategically operates in central and eastern Europe and in the Mediterranean. Intesa Sanpaolo operates, through subsidiaries, in Serbia in which it ranks first, in Albania, Croatia and Slovakia, in which it controls the second biggest banks on the market, in Hungary it is the third biggest bank, and in Bosnia and Herzegovina, Egypt and Slovenia, in which it owns the sixth biggest bank. The group operates also in Ukraine, Russian Federation and Romania.

The intention of Intesa Sanpaolo Group in Slovakia is to further develop VÚB, a.s. as a universal financial institution, strengthen its services offered to corporate clients, extend the retail services on the franchise basis and promote sophisticated activities on capital markets. The emphasis is put on development of new products for clients, more intensive marketing communication to increase the client comfort upon the use of bank products and services. The objective is to build long-term, mutually advantageous and complex relationships with clients.

In 2014, VÚB, a.s. will focus on the improvement of service quality, increase of market share and decrease of costs and increase of efficiency.

The strategic intention of VÚB, a.s. as universal financial institution in the upcoming years is to strengthen its position on the Slovak banking market, extend the services offered to the corporate clients and retail services.

During the last period, Issuer has not recorded any circumstances which would be significant for the assessment of its solvency. Bank meets all the limits of prudent enterprise set by the regulators and publishes information about its economic activities in terms of the valid legal regulations.

In compliance with the provision of Art. 12 section 2 of Act No. 659/2007 Coll. on the introduction of currency euro in the Slovak Republic as amended, the nominal value of shares and registered capital of VÚB, a.s. was converted from the Slovak crown to euro. On March 3, 2009, the registered capital of VÚB, a.s. amounting to EUR 430 819 063.81 was registered in the Business Register of District Court Bratislava I.

3.5 Overview of business activities

3.5.1 Main activities

Všeobecná úverová banka, a.s. is a modern universal bank which offers a wide array of products and services to corporate, retail and institutional clients within domestic and foreign market. VÚB, a.s. puts the emphasis on stability, loyalty and trust in regard to clients.

The business purpose of VÚB, a.s. according to the extract from the Business Register of District Court Bratislava I dated May 15, 2014 consists of:

- Deposits acceptance,
- Loans providing,
- Management of client receivables on behalf of client, including related consultancy,
- Financial lease,
- Guarantees providing and letters of credit confirming,
- Consultancy providing in the field of business,
- Securities issue, participation in securities issue and related services providing,
- Financial intermediation,
- Objects depositing,
- Safety boxes renting,
- Banking information providing,
- Mortgage deals under Art. 67 section 1 of Act on Banks,
- Function of depository under a special regulation,
- Banknotes, coins, commemorative banknotes and commemorative coins processing,
- Investing to securities on its own behalf, investment services providing, investment activities carrying out and related services providing in compliance with the provision of Art. 79a section 1 together with the provision of Art. 6 sections 1 and 2 of Act on Securities to the following extent: receipt and assignment of the client's instruction concerning one or more financial instruments, execution of the client's instruction on his/her/its behalf and business conducting on its own behalf in regard to the following financial instruments:
 - transferable securities,
 - financial market instruments,
 - mutual fund shares or securities issued by foreign entities of collective investment,
 - options, futures, swaps, forwards and other derivatives concerning securities, currencies, interest rates or revenues or other derivatives, financial indexes, financial rates, which may be settled by delivery or in cash,
 - options, swaps and forwards concerning commodities, which must be settled in cash or may be settled in cash on the basis of selection of either contracting party; that does not apply if such settlement occurs due to insolvency or other circumstance leading to the contract termination,
 - options and swaps concerning commodities, which must be settled in cash, if traded on a regulated market or multilateral trading system,
 - options, swaps and forwards concerning issue authorizations, inflation rate, which must be settled in cash or may be settled in cash on the basis of selection of either contracting party, otherwise than due to insolvency or other circumstance leading to the contract termination,
- Portfolio management in relation to financial instruments:
 - transferable securities,
 - financial market instruments,
 - mutual fund shares or securities issued by foreign entities of collective investment,
 - options, futures, swaps, forwards and other derivatives concerning securities, financial indexes, financial rates, currencies, interest rates or revenues, which may be settled by delivery or in cash,
- Investment consultancy in relation to financial instruments:
 - transferable securities,
 - financial market instruments,
 - mutual fund shares or securities issued by foreign entities of collective investment,
- Subscription and placement of financial instruments on the basis of firm obligation in relation to financial instruments:

- transferable securities,
 - mutual fund shares or securities issued by foreign entities of collective investment,
- Placement of financial instruments without firm obligation in relation to financial instruments:
 - transferable securities,
 - financial market instruments,
 - mutual fund shares or securities issued by foreign entities of collective investment,
- Depositing management of financial instruments on behalf of the client, including holder administration, and related services, in particular administration of funds and financial securities in relation to financial instruments:
 - transferable securities,
 - financial market instruments,
 - mutual fund shares or securities issued by foreign entities of collective investment,
- Credits and loans providing to investors and allowing for the execution of business deal with one or more financial instruments, if the credit or loan provider is involved in the business deal,
- Consultancy providing in the field of capital structure and business strategy and consultancy and services providing in regard to merger, amalgamation, transformation or division of a company or purchase of an enterprise,
- Exchange transactions carrying out if those are connected with investment services providing,
- Carrying out investment surveys and financial analyses or other form of general recommendation concerning transactions with financial instruments,
- Services related to underwriting of those financial instruments,
- Payment services providing and clearing,
- Issue and administration of electronic funds,
- Business conducting on its own behalf with:
 - financial instruments of money market in euro and foreign currency, with gold including money exchange,
 - financial instruments of capital market in euro and foreign currency,
 - coins made of precious metals, commemorative banknotes and commemorative coins, collections of banknotes and collections of circulation coins,
- Receipt and assignment of the client's instruction concerning one or more financial instruments, execution of the client's instruction on his/her/its behalf and business conducting on its own behalf in regard to underlying instruments of derivatives – forwards concerning issue authorizations, which must be settled in cash or may be settled in cash on the basis of selection of either contracting party, otherwise than due to insolvency or other circumstance leading to the contract termination, if they are connected with investment or secondary investment services providing for those derivatives,
- Financial intermediation carrying out under a special regulation in the sector of
 - insurance and reinsurance as an independent financial agent,
 - complementary pension saving as bound financial agent,
 - insurance of loans and consumer credits as bound financial agent.

In order to satisfy the growing client needs, Bank launches new products and services for corporate and retail clients onto the market. In practice that represents a wide array of products and services, from classic bank products to sophisticated activities on financial markets. Bank concentrates on development of new attractive products for clients, marketing communication and higher comfort of accessibility of bank products and services.

Main products and services of Bank within the main activities:

- Loans providing in currency euro and foreign currencies to individual clients
 - Flexi mortgage
 - Flexi loan
 - Flexi debit
 - Credit card
 - Mortgage loans
- Deposits accepting, accounts maintaining in currency euro and foreign currencies, payment cards issuing
 - Flexi account
 - Start account
 - Start Junior

-
- Start Generation
 - Senior account
 - Personal account in foreign currency
 - Debit payment cards

 - Insurance intermediation
 - Life insurance La Vita
 - Disability insurance Sempre
 - Supplementary health insurance
 - Travel insurance
 - Insurance for loans
 - Insurance for depository products
 - Compulsory third-party liability car insurance ONLINE

 - Products and services providing to corporate clients
 - Profi loan
 - Business credit line
 - Profi loan with financial guarantee
 - Profi mortgage loan
 - Financial lease
 - FLEXI loan for farmers
 - Warehouse bonds and goods warrants financing
 - Forfaiting
 - Factoring
 - Flexi business loan
 - Investment loan
 - Bridge loan with the EU Funds
 - Export consumer credit

 - Services of electronic banking
 - Internet banking
 - VUB VIAMO
 - Mobile banking
 - Business banking

New products and services provided by Issuer:

- VUB VIAMO
- Structured deposit
- VÚB Loan
- Debit card in form of payment sticker VISA Inspire Wave 2 Pay
- Pre-paid EMMA card

3.5.2 Main markets

VÚB, a.s. operates on the Slovak market and through one branch in Prague also on the Czech market.

VÚB, a.s. has a prominent position on the Slovak market. It is the second largest bank according to the balance sheet amount and it is among the first three banks as to the comparison of other main indicators, as well – as of March 2014, the market share of VÚB, a.s. in the total primary deposits was 17.8 %, the loan share increased to 18.0 %.

In the first quarter of 2014 VÚB, a.s. maintained its important position in the field of ATM, payment terminals and payment cards. As to ATM, Bank maintained its second biggest market share of 22.0 % and it ranks second in the field of payment terminals with 21.9 % share. As to payment cards, the market share of Bank was 26.9 % in as at the end of March 2014.

Among the Slovak commercial banks, VÚB, a.s. maintained its second highest number of branches (almost 20% market share). Bank's number of employees within banks is the second biggest (18.8 % market share).

In the first quarter of 2014 operating expenses of VUB Group were EUR 132.1 mln., which represented a slight drop by 0.8% mainly related to the period of low interest rates and the cancellation of account maintenance fees for mortgage and consumer loans, the cancellation of fees for early repayment of consumer loans with the outstanding maturity shorter than two years. The impact was partially compensated by interest rate income, which went up by 4% thanks to significantly lower financing expense (-16.3%). VÚB's gross consolidated operating profit according to IFRS was, as at the end of the first quarter of 2014, EUR 64 mln. The cost-expense ratio was, without the bank levy and levy to the fund for deposits protection, 44.2 %.

The capital adequacy of VÚB reached 16.32 % as at the end of the quarter, which is high above the minimum required by National Bank of Slovakia.

Issuer at present provides banking services to corporate, retail and institutional clients via its wide network of 244 sales points within Slovakia.

Rating

| Moody's (January 2013) | |
|-------------------------------|----------|
| Outlook | negative |
| Deposits | A3/P-2 |
| Financial force | C- |

Company Moody's Investors Service Ltd. with the registered office at One Canada Square, Canary Wharf, London, United Kingdom E14 5FA, in terms of section 40 of the Regulation (EC) No 1060/2009 of the European Parliament and of the Council of September 16, 2009 on credit rating agencies submitted an application for registration in terms of that Regulation on August 12, 2010 and it was registered on October 31, 2011.

3.6 Organizational structure

VÚB, a.s. is a member of Intesa Sanpaolo Group.

Intesa Sanpaolo Holding International S.A. is the shareholder with decisive share in the registered capital and voting rights of Issuer.

Dependence of VÚB, a.s. on other entities within the Group is proportional to the share of those entities in the registered capital of Issuer.

Legal person controlling VÚB, a.s. as at March 31, 2014

| Trade name | % share | Registered office | CRN |
|--|---------|---|---------|
| Intesa Sanpaolo Holding International S.A. | 96.97 | 35 Boulevard du Prince Henri, L-1724 Luxembourg, Luxembourg | B 44318 |

Legal persons under the control of shareholder controlling VÚB, a.s. as at March 31, 2014

| Trade name | % share | Registered office | CRN |
|---|---------|--|------------|
| Central-European International Bank Ltd (CIB BANK LTD) | 67.69 | Medve utca, 4-14 H, 1027 Budapest, Hungary | 0110041004 |
| Société Européenne de Banque S.A. | 100.00 | 19-21 Boulevard du Prince Henri, L-1724 Luxembourg, Luxembourg | B 13859 |
| Banca Intesa ad Beograd | 77.79 | Milentija Popovica 7b, 11070 Belgrade, Serbia and Montenegro | 07759231 |

| | | | |
|--|--------|---|-----------------------------|
| Privredna Bank Zagreb d.d. | 76.59 | Rackoga 6, HR-10000 Zagreb, Croatia | 080002817 |
| Banca Intesa (Russia) | 53.02 | 2 Petroverigski, 101000 Moscow, Russia | 7708022300 |
| Intesa Seditic Trade Finance Ltd | 24.00 | 12 Charles II Street, 5th Floor, SW1Y 4QU, London, UK | 3487487 |
| ISB d.d. Bosna i Hercegovina | 94.92 | Obala Kulina Bana 9A, 71000 Sarajevo, Bosnia and Hercegovina | 4200720670007 (1-4639) |
| Intesa Sanpaolo Servitia S.A. | 100.00 | 12, Avenue de la Liberté, L-1930 Luxembourg, Luxembourg | B 14241 |
| Intesa Sanpaolo Card D.o.o | 53.46 | Latovska 23, 10000 Zagreb, Croatia | MBS (080693976) |
| Exelia S.r.l | 100.00 | Regione Brasov, Ionescu Crum 1, Corp C2 Tower 2, Et. 1, Brasov, Romania | J08/821/2009 (25586445) CUI |
| Intesa Sanpaolo Immobilière S.A | 100.00 | 9, rue Goethe, L-1637 Luxembourg, Luxembourg | B 55753 |
| Intesa Sanpaolo Real Estate S.A | 100.00 | 8, Avenue de la Liberté, L-1930 Luxembourg, Luxembourg | B 62762 |
| Intesa Sanpaolo House Immo S.A | 100.00 | 12, Avenue de la Liberté, L-1931 Luxembourg, Luxembourg | B 154021 |
| Intesa Sanpaolo Private Bank S.A. | 100.00 | Via Carlo Frasca, 5, CH-6900 Lugano Switzerland | CH-660.0.921.000-7 (TI) |

Legal person controlling Intesa Sanpaolo Holding International S.A., Luxembourg

| Trade name | % share | Registered office | CRN |
|------------------------|---------|------------------------------------|-------------|
| Intesa Sanpaolo S.p.A. | 100,00 | Piazza San Carlo 156, Turin, Italy | 00799960158 |

Overview of direct equity interest of VUB, a.s. in business companies as at March 31, 2014

| Trade name, registered office and CRN | Main purpose | Registered capital (in EUR) | Share of VUB, a.s. in the registered capital (in %) |
|--|--|------------------------------------|---|
| Consumer Finance Holding, a.s. Hlavné nám. 12, 060 01 Kežmarok CRN: 35 923 130 | Acquisition and management of equity interests, non-bank loans providing | 53 110 277 | 100.00 |
| VUB Asset Management, správ. spol., a.s. Mlynské Nivy 1, 820 04 Bratislava 24 CRN: 35 786 272 | Collective investment, asset management, investment consultancy | 4 093 560 | 40.55 |
| VUB, Factoring, a.s. Mlynské nivy 1, 829 90 Bratislava CRN: 31 345 310 | Factoring and forfaiting business deals | 2 232 334 | 100.00 |
| Nadácia VUB Mlynské nivy 1, 829 90 Bratislava CRN: 30 856 043 | Charity organization | 7 000 (capital of the foundation) | 100.00 |
| VUB Leasing, a.s. Mlynské nivy 1, 820 05 Bratislava CRN: 31 318 045 | Financial and operating lease | 16 600 000 | 100.00 |
| VUB Generali, Dôchodková správcovská spoločnosť (DSS), a.s. Mlynské nivy 1, 820 04 Bratislava CRN: 35 903 058 | Management of pension funds | 10 090 976 | 50.00 |
| Slovak Banking Credit Bureau, s.r.o. Malý trh 2/A, 811 08 Bratislava CRN: 35 869 810 | Automated data processing in the field of credits providing | 9 958,17 (contribution of members) | 33.33 |
| RVS, a.s. Zrinského 13, 814 85 Bratislava CRN: 31 331 041 | Accommodation, relaxation-recreational services | 6 852 480 | 8.38 |

| | | | |
|--|--|------------|------|
| S.W.I.F.T. Belgium Avenue Adèle I, B-1310, La Hulpe Belgium | International clearing and messages sending | 14 032 250 | 0.01 |
| VISA EUROPE Ltd. P.O.Box 39662, London W2 6WH, UK | Services of electronic payment methods and card business deals | 150 000 | 0.01 |

No other company than provided enters the closely related group due to more than 20% share in voting rights.

As at March 31, 2014, VÚB, a.s. has no indirect equity interest.

3.7 Information about the trend

Issuer represents that no decisive unfavorable change in the prospects of Issuer occurred since the last published financial statements verified by auditor.

Issuer is unaware of any trends or uncertainty or eventually is not familiar with any entitlements, obligations or circumstances about which one can reasonably assume that they will have a significant impact on the prospects of Issuer during the current financial year.

3.8 Prognoses or profit estimates

Issuer decided not to include the profit prognosis and as of the date of Base Prospectus preparation, it did not publish the profit prognosis.

3.9 Administrative, managing and supervising bodies

3.9.1 Information about the members of statutory body and Supervisory Board

The supreme deciding body of VÚB, a.s. is the general meeting of shareholders. The Supervisory Board is the supreme supervisory body of VÚB, a.s., supervising the Management Board and business activities of Bank. The Management Board is a statutory body managing the activities of Bank, is authorized to act on behalf of Bank in all matters and represents Bank before third parties.

Management Board

| Name and surname | Date of birth | Primary residence |
|---|----------------------|--|
| RESCH Alexander Chairman of Management Board and CEO | April 14, 1972 | Rr. Deshmoret e 4 Shkurtit, kompl. Green Park, kulla 1, ap. 64, 1001 Tirana, Albanian Republic |
| KOHÚTIKOVÁ Elena, Ing., PhD. Member of Management Board | April 3, 1953 | Limbová 20, 900 91 Limbach, Slovak Republic |
| MAGALA Peter, Ing. Member of Management Board | March 1, 1975 | Košická 58, 821 09 Bratislava Slovak Republic |
| HUML Jiří Member of Management Board | January 7, 1964 | Pardubická 1230, 252 28 Černošice Czech Republic |
| DE MICHELIS Andrea Member of Management Board | January 3, 1964 | Via Europa 29, Airasca, Turin I - 10060, Italy |
| KAUSICH Jozef, Ing. Member of Management Board | December 29, 1973 | Hraničiarska 256/7A, 851 10 Bratislava - Čunovo, Slovak Republic |

Supervisory Board

| Name and surname | Date of birth | Primary residence |
|--|----------------------|--|
| SALVAI Ezio Chairman | October 26, 1952 | Via Galilei 19/1, Roletto, 100 60 Torino, Italy |
| JAQUOTOT Ignacio Vice Chairman | January 3, 1958 | Paseo de Alcobendas 14, 281 09 Madrid, Spain |
| MALAGOLI Massimo Member | April 12, 1960 | Via Trebbia 5, 201 35 Milan, Italy |
| STRAKA ANDREJ, Ing. Member | December 26, 1970 | Riečna 13, 915 01 Nové Mesto nad Váhom, Slovak Republic |
| GALLO Ján, Ing. Member | March 14, 1952 | Mengusovce 59, 059 36 Mengusovce, Slovak Republic |
| SARCINELLI Paolo Member | November 29, 1968 | Via dell' Orso 7/A, 201 21 Milan, Italy |
| SCHAACK Christian Member | March 21, 1958 | Rue Scheuerhof 29, L-5142 Canach, Luxembourg |

The provided composition of the Management Board and Supervisory Board corresponds to the extract from the Business Register dated May 15, 2014.

Bank registers no activities carried out by the members of the Management Board and Supervisory Board outside VÚB, a.s., which would be significant for Issuer.

As at April 30, 2014, Bank had 3 472 employees.

3.9.2 Conflicts of interest

Issuer represents that it is unaware of any potential conflicts of interest between the obligations of persons mentioned above vis-à-vis Issuer and their private interests and/or other obligations.

3.10 Main shareholders

Issuer's registered capital

According to the extract from the Business Register dated May 15, 2014, the registered capital of VÚB, a.s. amounts to EUR 430 819 063.81 and is divided into:

- 4 078 108 nonbearer shares, with the nominal value of EUR 33.20 per share, publicly negotiable, registered, ISIN SK1110001437 series 01, 02, 03, 04, 05, 06;
- 89 nonbearer shares, with the nominal value of EUR 3 319 391.89 per share, publicly non-negotiable, registered, ISIN SK1110003573 series 01.

Rights of shareholders to participate in the management of VÚB, a.s. and to profit and bankrupt's estate upon dissolution are associated with nonbearer shares in terms of the generally binding regulations and bylaws of Bank. Shares are freely transferable. VÚB, a.s. has the entire registered capital paid up.

Shareholder structure of VÚB, a.s. as at March 31, 2014

| According to the type of owner | Share in the registered capital VÚB, a.s. (in %) |
|--|--|
| Intesa Holding International S.A. – majority owner | 96.97 |
| Other legal persons | 1.07 |
| Natural persons | 1.96 |
| TOTAL | 100.00 |

| According to the nationality of owner | Share in the registered capital VÚB, a.s. (in %) |
|--|--|
| Intesa Holding International S.A. – majority owner | 96.97 |
| Domestic shareholders | 2.23 |
| Other foreign shareholders | 0.80 |
| TOTAL | 100.00 |

As at March 31, 2014, 33 326 shareholders owned shares of VÚB, a.s.

The number of shareholder's votes is determined by the ratio of nominal value of his/her/its shares and amount of the registered capital.

The registered capital of VÚB, a.s. was converted to EUR 430 819 063.81 on March 3, 2009.

The nature of control of the majority shareholder of VÚB, a.s. follows directly from its share in the registered capital of Bank. Issuer is unaware of any actions on the part of the shareholder, which would lead to abuse of control. The majority shareholder and owner of Issuer, controlling Issuer, is Intesa Sanpaolo Holding International S.A., with the registered office at 35 Boulevard du Prince Henri, L-1724 Luxembourg, which owns, as at March 31, 2014, 96.97% in the registered capital of Issuer. The Supervisory Board has 7 members and is the supreme supervisory body. Two thirds of members of the Supervisory Board elect general meeting and employees elect one third.

Issuer is unaware of any mechanisms, implementation of which would result in change in the control over Issuer.

Upon the assessment of relationships with any related parties, the emphasis is put on the nature of relationship, not only on the legal form. Transactions carried out with those parties are made under usual and standard business conditions, usually applied to transactions among independent, unrelated parties.

3.11 Financial information concerning assets and liabilities, financial situation, issuer's profit and losses

3.11.1 Historical financial information

Consolidated Financial Statements prepared by IFRS as of December 31, 2012

Data for 2012 have been assumed from the audited Consolidated Closing Financial Statements for the year ended December 31, 2012. The statements, prepared according to the International Financial Reporting Standards, including the Auditor's Report, were attached to the VUB Annual Report for 2012, presented to the Národná banka Slovenska on April 26, 2013, which is available for inspection at the registered office of the Issuer. The Release Note was published in the Hospodárske Noviny on April 30, 2013.

Consolidated Financial Statements as of December 31, 2012 (in EUR thousand)

| | 2012 | 2011 |
|--------------------------------------|-----------|-----------|
| Assets | | |
| Cash and balances with central banks | 150 837 | 90 977 |
| Loans and advances to banks | 580 780 | 502 291 |
| Financial assets held for trading | 73 770 | 273 962 |
| Derivative financial instruments | 42 619 | 80 399 |
| Financial assets held for sale | 1 482 727 | 1 455 626 |
| Non-current assets held for sale | 2 | 3 |
| Loans and advances to customers | 7 526 581 | 7 266 546 |
| Held-to-maturity investments | 1 041 721 | 1 137 540 |

| | | |
|--|-------------------|-------------------|
| Subsidiaries, associates and jointly controlled entities | 7 596 | 7 077 |
| Intangible assets | 47 841 | 41 486 |
| Goodwill | 29 305 | 29 305 |
| Tangible assets | 138 774 | 146 732 |
| Current tax liabilities | 16 475 | 2 791 |
| Deferred tax liabilities | 43 637 | 77 463 |
| Other assets | 33 292 | 19 100 |
| | 11 215 957 | 11 131 298 |
| Liabilities | | |
| Deposits from central and other banks | 533 565 | 688 469 |
| Derivative financial instruments | 53 194 | 57 382 |
| Deposits from customers | 7 766 469 | 7 487 408 |
| Issued debt securities | 1 417 762 | 1 660 487 |
| Reserves | 25 607 | 27 328 |
| Other liabilities | 97 766 | 94 966 |
| | 9 894 363 | 10 016 040 |
| Equity | | |
| Equity (excl. net profit for the year) | 1 201 890 | 938 355 |
| Net profit for the year | 119 704 | 176 903 |
| | 1 321 594 | 1 115 258 |
| | 11 215 957 | 11 131 298 |
| Off balance sheet items | 2 682 700 | 2 691 354 |

**Consolidated Comprehensive Income Statement for the year ended
December 31, 2012
(in EUR thousand)**

| | 2012 | 2011 |
|--|------------------|------------------|
| Interest and similar income | 543 131 | 541 281 |
| Interest expense and similar expenses | (151 895) | (138 403) |
| Net interest income | 391 236 | 402 878 |
| Net trading income | 142 294 | 141 406 |
| Other operating income | (32 670) | (32 979) |
| Net fee and commission income | 109 624 | 108 427 |
| Net profit /loss from financial operations | (25 485) | 942 |
| Other operating income | 6 338 | 13 646 |
| Operating income | 481 713 | 525 893 |
| Salaries and employee benefits | (97 428) | (103 844) |
| Other operating expenses | (91 766) | (99 814) |
| Special levy of selected financial institutions | (35 151) | - |
| Amortization of intangible assets | (12 171) | (14 297) |
| Depreciation of tangible assets | (18 575) | (18 314) |
| Operating expenses | (255 091) | (236 269) |
| Operating profit before provisions | 226 622 | 289 624 |
| Provisions | (79 995) | (67 935) |
| Operating profit | 146 627 | 221 689 |
| Profit share of associates and jointly controlled entities | 1 213 | 850 |
| Profit before tax | 147 840 | 222 539 |
| Income tax | (28 136) | (45 636) |

| | | |
|---|----------------|-----------------|
| NTE PROFIT FOR THE YEAR | 119 704 | 176 903 |
| Other comprehensive income components for the year after tax | | |
| Exchange difference on translating foreign operation | 152 | (38) |
| Available-for-sale financial assets | 130 458 | (45 012) |
| Cash flow hedge | 3 116 | (1 006) |
| Other comprehensive income components for the year after | 133 726 | (46 056) |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | 253 430 | 130 847 |

Consolidated Cash Flow Statement for the year ended December 31, 2012
(in EUR thousand)

| | 2012 | 2011 |
|---|------------------|------------------|
| Cash flow from operations | | |
| Profit before tax | 147 840 | 222 539 |
| Adjustments for: | | |
| Amortization | 12 171 | 14 297 |
| Depreciation | 18 575 | 18 314 |
| Securities at fair value through P/L account, issued debt securities and FX differences | 7 944 | (1 282) |
| Profits from associates, jointly controlled entities and pricing differences | (1 270) | (858) |
| Interest income | (543 131) | (541 281) |
| Interest expense | 151 895 | 138 403 |
| Disposal of property and equipment | 109 | (277) |
| Impairment losses on financial assets and similar charges | 79 967 | 69 183 |
| Interest received | 550 347 | 535 640 |
| Interest paid | (154 594) | (129 214) |
| Tax paid | (7 994) | (50 805) |
| Due from banks | (69 915) | (396 920) |
| Financial assets at fair value repriced via P/L account | 200 335 | (24 389) |
| Derivative financial instruments (assets) | 40 946 | (36 180) |
| Available-for-sale financial assets | 99 195 | 113 544 |
| Loans and advances to customers | (334 846) | (894 979) |
| Other assets | (17 613) | 8 246 |
| Due to central and other banks | (153 303) | 25 201 |
| Derivative financial instruments (liabilities) | (4 188) | (3 347) |
| Due to customers | 278 728 | 215 138 |
| Other liabilities | (1 341) | 19 588 |
| <i>Net cash used in operating activities</i> | 299 857 | (699 439) |
| Cash flows from investing activities | | |
| Purchase of held-to-maturity investments | (69 000) | - |
| Repayments of held-to-maturity investments | 161 212 | 650 449 |
| Purchase of intangible assets and property and equipment | (30 800) | (31 891) |
| Disposal of property and equipment | 2 220 | 6 259 |
| <i>Net CF from investing activities</i> | 63 632 | 624 817 |
| Cash flows from financing activities | | |
| Proceeds from issue of debt securities | 194 150 | 311 504 |
| Repayments of debt securities | (442 554) | (274 070) |
| Dividends paid | (47 364) | (59 692) |
| <i>Net cash from / for financing activities</i> | (295 768) | (22 258) |
| <i>Net change in cash and cash equivalents</i> | 67 721 | (96 880) |
| Cash and cash equivalents at beginning of the year | 98 248 | 195 128 |
| Cash and cash equivalents at end of the year | 165 969 | 98 248 |

**Consolidated statement of changes in equity for the year ended 31 December 2012
(in EUR thousand)**

| | Share capital | Share premium | Statutory reserve fund | Retained earnings | Translation of foreign operation | Available for sale financial assets | Cash flow hedges | Total |
|---|------------------|------------------|------------------------------|----------------------|--|--|---------------------|------------------|
| January 1, 2011 | 430 819 | 13 368 | 93 090 | 537 680 | 24 | (27 618) | (3 605) | 1 043 758 |
| Total comprehensive income for the year | - | - | - | 176 903 | (38) | (45 012) | (1 006) | 130 847 |
| Dividends to shareholders | - | - | - | (59 692) | - | - | - | (59 692) |
| Reversal of dividends distributed but not collected | - | - | - | 346 | - | - | - | 346 |
| Statutory reserve fund | - | - | 2 203 | (2 203) | - | - | - | - |
| Liquidation of VÚB Leasingova, a.s.(in liquidation) * | - | - | (32) | 31 | - | - | - | (1) |
| Other** | - | - | - | 139 | (139) | - | - | - |
| Effect of FX hedge ** | - | - | - | (20) | - | - | 20 | - |
| December 31, 2011 | 430 819 | 13 368 | 95 261 | 653 184 | (153) | (72 630) | (4 591) | 1 115 258 |
| January 1, 2012 | 430 819 | 13 368 | 95 261 | 653 184 | (153) | (72 630) | (4 591) | 1 115 258 |
| Total comprehensive income for the year | - | - | - | 119 704 | 152 | 130 458 | 3 116 | 253 430 |
| Dividends to shareholders | - | - | - | (47 364) | - | - | - | (47 364) |
| Reversal of dividends distributed but not collected | - | - | - | 272 | - | - | - | 272 |
| Statutory reserve fund | - | - | 2 482 | (2 482) | - | - | - | - |
| Other ** | - | - | - | (3) | 1 | - | - | (2) |
| Effect of FX hedge ** | - | - | - | (50) | - | - | 50 | - |
| December 31, 2012 | 430 819 | 13 368 | 97 743 | 723 261 | - | 57 828 | (1 425) | 1 321 594 |

* On January 19, the subsidiary VÚB Leasingová, a.s. v likvidácii (in liquidation) was erased from the Business Register of the Slovak Republic. This act concluded the process of liquidation and resulted in loss of control of VUB Group over the subsidiary.

** The foreign currency difference disclosed under translation of foreign operation was settled within transfer of profit for 2010 and 2011 from foreign branch. Retained earnings were originally generated in Czech Crowns ("CZK") and the foreign exchange effect of this translation was hedged.

Consolidated Financial Statements prepared in accordance with the IFRS as of December 31, 2013

Data for 2013 have been assumed from the audited Consolidated Closing Financial Statements for the year ended December 31, 2013. The statements, prepared according to the International Financial Reporting Standards as amended by the European Union, which including the Auditor's Report were submitted to the Register of financial statements on 2 April 2014 and from the VUB Annual Report for 2013 submitted to the Register of financial statements on 29 April 2014. The Annual Financial Report is available for inspection at the registered office of the Issuer. The Release Note was published in the Hospodárske Noviny on April 30, 2014.

Consolidated Financial Statements as of December 31, 2013
(in EUR thousand)

| | 2013 | Adjusted 2012 |
|---|-------------------|-------------------|
| Assets | | |
| Cash and balances with central banks | 96 820 | 150 837 |
| Loans and advances to banks | 771 638 | 580 780 |
| Securities at fair value through P/L account, issued debt securities and FX | 207 674 | 73 770 |
| Derivative financial instruments | 29 221 | 42 619 |
| Financial assets held for sale | 1 588 324 | 1 482 727 |
| Loans and advances to customers | 7 574 317 | 7 526 581 |
| Held-to-maturity investments | 995 831 | 1 041 721 |
| Subsidiaries, associates and jointly controlled entities | 14 362 | 7 596 |
| Intangible assets | 54 807 | 47 841 |
| Goodwill | 29 305 | 29 305 |
| Property and equipment | 122 108 | 138 776 |
| Current tax liabilities | - | 16 475 |
| Deferred tax liabilities | 41 895 | 43 637 |
| Other assets | 30 121 | 33 292 |
| | 11 556 423 | 11 215 957 |
| Liabilities | | |
| Deposits from central and other banks | 781 504 | 667 350 |
| Derivative financial instruments | 42 884 | 53 194 |
| Deposits from customers | 7 838 211 | 7 632 684 |
| Issued debt securities | 1 404 607 | 1 417 762 |
| Current tax liabilities | 1 166 | - |
| Reserves | 22 033 | 25 607 |
| Other liabilities | 86 629 | 97 766 |
| | 10 177 034 | 9 894 363 |
| Equity | | |
| Equity (excl. net profit for the year) | 1 244 293 | 1 201 890 |
| Net profit for the year | 135 096 | 119 704 |
| | 1 379 389 | 1 321 594 |
| | 11 556 423 | 11 215 957 |
| Off balance sheet items | 2 833 496 | 2 682 700 |

Consolidated Cash Flow Statement for the year ended December 31, 2013
(in EUR thousand)

| | 2013 | Adjusted 2012 |
|---|-----------|---------------|
| Cash flow from operations | | |
| Profit before tax | 179 710 | 147 840 |
| Adjustments for: | | |
| Amortization | 11 216 | 12 171 |
| Depreciation | 16 630 | 18 575 |
| Securities at fair value through P/L account, issued debt securities and FX differences | (17 186) | 7 944 |
| Profits from associates, jointly controlled entities and pricing differences | (2 018) | (1 270) |
| Interest income | (528 491) | (543 131) |
| Interest expense | 115 769 | 151 895 |
| Disposal of property and equipment | (423) | 109 |
| Impairment losses on financial assets and similar charges | 101 518 | 79 967 |
| Interest received | 535 582 | 550 347 |
| Interest paid | (120 042) | (154 594) |
| Tax paid | (25 231) | (7 994) |
| Due from banks | (30 339) | (69 915) |
| Securities at fair value through P/L account, issued debt securities and FX | (137 334) | 200 335 |
| Derivative financial instruments (assets) | 15 095 | 40 946 |
| Available-for-sale financial assets | (125 243) | 99 195 |
| Loans and advances to customers | (148 783) | (334 846) |

| | | |
|---|-----------------|------------------|
| Other assets | 8 484 | (17 613) |
| Due to central and other banks | 113 233 | (179 160) |
| Derivative financial instruments (liabilities) | (10 310) | (4 188) |
| Due to customers | 211 360 | 304 585 |
| Other liabilities | (9 116) | (1 341) |
| <i>Net cash used in operating activities</i> | 154 081 | 299 857 |
| Cash flows from investing activities | | |
| Purchase of held-to-maturity investments | - | (69 000) |
| Repayments of held-to-maturity investments | 43 152 | 161 212 |
| Purchase of intangible assets and property and equipment | (26 135) | (30 800) |
| Disposal of property and equipment | 1 223 | 2 220 |
| <i>Net CF from investing activities</i> | 18 240 | 63 632 |
| Cash flows from financing activities | | |
| Proceeds from issue of debt securities | 122 359 | 194 150 |
| Repayments of debt securities | (119 885) | (442 554) |
| Sales of own shares | 133 | - |
| Dividends paid | (64 623) | (47 364) |
| <i>Net cash from / for financing activities</i> | (62 016) | (295 768) |
| <i>Net change in cash and cash equivalents</i> | 110 305 | 67 721 |
| <i>Cash and cash equivalents at beginning of the year</i> | 165 969 | 98 248 |
| Cash and cash equivalents at end of the year | 276 274 | 165 969 |

**Consolidated Profit and Loss Account and Other Comprehensive Income Components for the year ended December 31, 2013
(in EUR thousand)**

| | 2013 | 2012 |
|--|------------------|------------------|
| Interest and similar income | 528 491 | 543 131 |
| Interest expense and similar expenses | (115 769) | (151 895) |
| Net interest income | 412 722 | 391 236 |
| Net trading income | 136 756 | 142 294 |
| Other operating income | (36 432) | (32 670) |
| Net fee and commission income | 100 324 | 109 624 |
| Net profit /loss from financial operations | 9 655 | (25 485) |
| Other operating income | 8 133 | 6 338 |
| Operating income | 530 834 | 481 713 |
| Salaries and employee benefits | (107 796) | (97 428) |
| Other operating expenses | (91 154) | (91 766) |
| Special levy of selected financial institutions | (38 480) | (35 151) |
| Amortization of intangible assets | (11 216) | (12 171) |
| Depreciation of tangible assets | (16 630) | (18 575) |
| Operating expense | (265 276) | (255 091) |
| Operating profit before provisions | 265 558 | 226 622 |
| Provisions | (87 880) | (79 995) |
| Operating profit | 177 678 | 146 627 |
| Profit share of associates and jointly controlled entities | 2 032 | 1 213 |
| Profit before tax | 179 710 | 147 840 |
| Income tax | (44 614) | (28 136) |

| | | |
|---|-----------------|----------------|
| NET PROFIT FOR THE YEAR | 135 096 | 119 704 |
| Other comprehensive income components for the year after tax | | |
| Exchange difference on translating foreign operation | (6) | 152 |
| Available-for-sale financial assets | (14 667) | 130 458 |
| Cash flow hedge | 1 697 | 3 116 |
| Other comprehensive income components for the year after | (12 976) | 133 726 |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | 122 120 | 253 430 |

The amount of net profit as well as total comprehensive profit devolved onto the owners of parent company.

**Consolidated statement of changes in equity for the year ended 31 December 2013
(in EUR thousand)**

| | Share capital | Share premium | Statutory reserve fund | Retained earnings | Translation of foreign operation | Available for sale financial assets | Cash flow hedges | Total |
|---|----------------|---------------|------------------------|-------------------|----------------------------------|-------------------------------------|------------------|------------------|
| January 1, 2012 | 430 819 | 13 368 | 95 261 | 653 184 | (153) | (72 630) | (4 591) | 1 115 258 |
| Total comprehensive income for the year | - | - | - | 119 704 | 152 | 130 458 | 3 116 | 253 430 |
| Dividends to shareholders | - | - | - | (47 364) | - | - | - | (47 364) |
| Reversal of dividends distributed but not collected | - | - | - | 272 | - | - | - | 272 |
| Statutory reserve fund | - | - | 2 482 | (2 482) | - | - | - | - |
| Other* | - | - | - | (3) | 1 | - | - | (2) |
| Effect of FX hedge * | - | - | - | (50) | - | - | 50 | - |
| December 31, 2012 | 430 819 | 13 368 | 97 743 | 723 261 | - | 57 828 | (1 425) | 1 321 594 |
| January 1, 2013 | 430 819 | 13 368 | 97 743 | 723 261 | - | 57 828 | (1 425) | 1 321 594 |
| Total comprehensive income for the year | - | - | - | 135 096 | (6) | (14 667) | 1 697 | 122 120 |
| Dividends to shareholders | - | - | - | (64 623) | - | - | - | (64 623) |
| Reversal of dividends distributed but not collected | - | - | - | 166 | - | - | - | 166 |
| Statutory reserve fund | - | - | 1 764 | (1 764) | - | - | - | - |
| Other * | - | - | - | (15) | 14 | - | - | (1) |
| Sales of own shares | - | 133 | - | - | - | - | - | 133 |
| December 31, 2013 | 430 819 | 13 501 | 99 507 | 792 121 | 8 | 43 161 | 272 | 1 379 389 |

* The foreign currency difference disclosed under translation of foreign operation was settled within transfer of profit for 2011 and 2012 from foreign branch. Retained earnings were originally generated in Czech Crowns ("CZK") and the foreign exchange effect of this translation was hedged in 2012.

Selected financial indicators as of December 31, 2013 (annual results calculated from profit before tax):

ROE: 10.1%

ROA: 1.2%

3.11.2 Audit of historical annual financial statements

The Issuer declares that the historical annual financial statements have been audited. No other sections of the Base Prospectus, apart from the historical financial statements, have been subject to audit.

3.11.3 Age of the newest financial information

The audited financial statements selected from the consolidated closing financial statements for the year ended December 31, 2013 prepared under the International Financial Reporting Standards, attached to the Base Prospectus, are not older than 18 months from the preparation date of the Base Prospectus.

3.11.4 Interim and other financial information

The financial information, disclosed by the Issuer since the last audited financial statements for the year ended December 31, 2013 were released, have not been verified by audit.

Interim Financial Statement prepared in compliance with the IAS 34 as of 31 March 2014

Data for the first quarter of 2014 have been assumed from the Interim individual financial statements unverified by auditor, for the period ending on March 31, 2014 prepared in compliance with the International Accounting Standards IAS 34 Interim financial statements. The financial statements are attached herein.

**Individual Statement of Financial Position as of 31 March 2014
(in EUR thousands)**

| | Mar 2014 | Dec 2013 |
|---|---------------------|---------------------|
| Assets | | |
| Cash and balances with central banks | 136 014 | 96 634 |
| Loans and advances to banks | 893 172 | 771 467 |
| Securities at fair value through P/L account, issued debt securities and FX | 237 504 | 207 674 |
| Derivative financial instruments | 22 744 | 29 221 |
| Financial assets held for sale | 1 656 478 | 1 588 324 |
| Loans and advances to customers | 7 220 966 | 7 159 983 |
| Held-to-maturity investments | 609 443 | 995 831 |
| Subsidiaries, associates and jointly controlled entities | 95 566 | 95 990 |
| Intangible assets | 48 591 | 51 348 |
| Property and equipment | 108 116 | 111 743 |
| Current tax liabilities | - | 1 699 |
| Deferred tax liabilities | 27 312 | 27 960 |
| Other assets | 16 038 | 13 504 |
| | <u>11 071 944</u> | <u>11 151 378</u> |
| Liabilities | | |
| Deposits from central and other banks | 223 918 | 507 276 |
| Derivative financial instruments | 28 221 | 42 884 |
| Deposits from customers | 7 994 644 | 7 839 050 |
| Issued debt securities | 1 435 172 | 1 404 607 |
| Current tax liabilities | 5 866 | - |
| Reserves | 22 181 | 21 973 |
| Other liabilities | 142 513 | 63 161 |
| | <u>9 852 515</u> | <u>9 878 951</u> |

| | | |
|--|-------------------|-------------------|
| Equity | | |
| Equity (without net profit for the period) | 1 190 474 | 1 167 789 |
| Net profit for the period | <u>28 955</u> | <u>104 638</u> |
| | <u>1 219 429</u> | <u>1 272 427</u> |
| | <u>11 071 944</u> | <u>11 151 378</u> |
| Off balance sheet items | <u>2 827 888</u> | <u>2 848 946</u> |

**Individual Profit and Loss Account and Other Comprehensive Income Components
for 3 months ending on 31 March 2014
(in EUR thousand)**

| | Mar 2014 | Mar 2013 |
|--|---------------------|---------------------|
| Interest and similar income | 112 676 | 115 138 |
| Interest expense and similar expenses | <u>(23 968)</u> | <u>(28 811)</u> |
| Net interest income | 88 708 | 86 327 |
| Fee and commission income | 30 610 | 33 435 |
| Fee and commission expense | <u>(14 969)</u> | <u>(13 884)</u> |
| Net fee and commission income | 15 641 | 19 551 |
| Net trading income | 2 039 | 3 536 |
| Other operating income | 795 | 770 |
| Dividend income | <u>2 287</u> | <u>-</u> |
| Operating income | 109 470 | 110 184 |
| Salaries and employee benefits | (24 100) | (23 448) |
| Other operating expenses | (21 401) | (18 717) |
| Special levy for selected financial institutions | (9 887) | (9 712) |
| Depreciation of intangible assets | (2 584) | (2 234) |
| Depreciation of property, plant and equipment | <u>(3 368)</u> | <u>(3 849)</u> |
| Operating expenses | (61 340) | (57 960) |
| Operating profit before impairment | 48 130 | 52 224 |
| Impairment on financial assets | <u>(11 360)</u> | <u>(17 037)</u> |
| Profit before tax | <u>36 770</u> | <u>35 187</u> |
| Income tax | <u>(7 815)</u> | <u>(8 345)</u> |
| NET PROFIT FOR THREE MONTHS | <u>28 955</u> | <u>26 842</u> |
| Other parts of comprehensive income for three months after tax: | | |
| Foreign currency translation differences for foreign operations | - | (7) |
| Available-for-sale financial assets | 2 240 | (10 114) |
| Cash flow hedge | <u>345</u> | <u>115</u> |
| Other parts of comprehensive income for three months after tax | <u>2 585</u> | <u>(10 006)</u> |
| TOTAL COMPREHENSIVE INCOME FOR THREE MONTHS | <u>31 540</u> | <u>16 836</u> |
| Base and diluted profit per share at the value of € 33.2 in EUR | <u>2.23</u> | <u>2.07</u> |

Individual Cash Flow Statement for three months ended March 31, 2014
(in EUR thousand)

| | Mar 2014 | Mar 2013 |
|---|---------------------|---------------------|
| Cash flow from operations | | |
| Profit before tax | 36 770 | 35 187 |
| Adjustments for: | | |
| Amortization | 2 584 | 2 234 |
| Depreciation | 3 368 | 3 849 |
| Securities at fair value through P/L account, issued debt securities and FX differences | 6 034 | (1 474) |
| Interest income | (112 676) | (115 138) |
| Interest expense | 23 968 | 28 811 |
| Dividend income | (2 287) | - |
| Disposal of property and equipment | (1) | (15) |
| Impairment losses on financial assets and similar charges | 14 773 | 17 022 |
| Interest received | 127 518 | 130 210 |
| Interest paid | (27 512) | (26 271) |
| Dividend received | 2 287 | - |
| Tax paid | 398 | (11 030) |
| Due from banks | 6 947 | 3 968 |
| Securities at fair value through P/L account, issued debt securities and FX | (31 337) | (30 984) |
| Derivative financial instruments (assets) | 6 822 | (2 448) |
| Available-for-sale financial assets | (78 916) | 152 658 |
| Loans and advances to customers | (66 346) | 102 667 |
| Other assets | (2 543) | (1 491) |
| Due to central and other banks | (283 362) | 78 688 |
| Derivative financial instruments (liabilities) | (14 663) | (14 533) |
| Due to customers | 156 729 | (240 286) |
| Other liabilities | (6 745) | (12 846) |
| <i>Net cash used in operating activities</i> | (238 190) | 98 778 |
| Cash flows from investing activities | | |
| Repayments of held-to-maturity investments | 376 221 | - |
| Purchase of intangible assets and property and equipment | - | (98) |
| Disposal of property and equipment | 433 | 17 |
| Disposal of subsidiaries | 424 | - |
| <i>Net CF from investing activities</i> | 377 078 | (81) |
| Cash flows from financing activities | | |
| Proceeds from issue of debt securities | 36 200 | 70 000 |
| Repayments of debt securities | (8 050) | - |
| Purchase of own shares | (191) | (160) |
| <i>Net cash from / for financing activities</i> | 27 959 | 69 840 |
| <i>Net change in cash and cash equivalents</i> | 166 847 | 168 537 |
| <i>Cash and cash equivalents at beginning of the year</i> | 275 917 | 165 716 |
| Cash and cash equivalents as at 31 March | 442 764 | 334 253 |

Individual statement of changes in equity for three months ended 31 March 2014
(in EUR thousand)

| | Share capital | Share premium | Vlastné akcie | Statutory reserve fund | Retained earnings | Translation of foreign operation | Available for sale financial assets | Cash flow hedges | Total |
|---|------------------|------------------|------------------|------------------------------|----------------------|--|--|---------------------|-----------|
| 1 January 2013 | 430 819 | 13 368 | - | 87 493 | 657 018 | - | 57 802 | (1 425) | 1 245 075 |
| Total comprehensive income for three months after tax | - | - | - | - | 26 842 | (7) | (10 114) | 115 | 16 836 |
| Other | - | - | - | - | (14) | 14 | - | - | - |

| | | | | | | | | | |
|---|----------------|---------------|--------------|---------------|----------------|----------|---------------|----------------|------------------|
| Purchase of own shares | - | - | (160) | - | - | - | - | - | (160) |
| 31 March 2013 | 430 819 | 13 368 | (160) | 87 493 | 683 846 | 7 | 47 688 | (1 310) | 1 261 751 |
| 1 January 2014 | 430 819 | 13 501 | - | 87 493 | 697 185 | 8 | 43 149 | 272 | 1 272 427 |
| Total comprehensive income for three months after tax | - | - | - | - | 28 955 | - | 2 240 | 345 | 31 540 |
| Dividends to shareholders | - | - | - | - | (84 347) | - | - | - | (84 347) |
| Other | - | - | - | - | 8 | (8) | - | - | - |
| Purchase of own shares | - | - | (191) | - | - | - | - | - | (191) |
| 31 March 2014 | 430 819 | 13 501 | (191) | 87 493 | 641 801 | - | 45 389 | 617 | 1 219 429 |

Selected financial indicators as of March 31, 2014 (annual results calculated from profit before tax):

ROE: 11.0%

ROA: 1.3%

3.11.5 Judicial and arbitration proceedings

No administrative, judicial or arbitration proceedings, which have impact or may have impact on financial situation and profitability of the Issuer/ Issuer's Group in the future had been conducted over the period of 12 calendar months prior to date the Base Prospectus was prepared.

3.11.6 Material change to Issuer's financial or business situation

No material changes have occurred since the NBS was presented the Consolidated financial statements as of December 31, 2013 prepared under the International Financial Reporting Standards.

3.12 Important contracts

The Issuer does not keep in its records any contracts which were signed otherwise than within regular business of the Issuer and which may cause that a member of the Group may bear liability or title which is crucial for capacity of the Issuer to satisfy its liability due to security holders.

With respect to its core business, the Issuer does not provide research and development. Všeobecná úverová banka, a.s., does not hold any patents and licences.

3.13 Third Party Information

The Issuer declares hereby that the information received from third parties and specified in chapter "II. RISK FACTORS" in section "Main Markets" of this Base Prospectus has been acquired from the public sources and has been correctly interpreted to the extent the Issuer is aware of and able to assess such an information. No facts that may cause incorrect or misleading interpretation have been omitted. The Issuer has not examined accuracy of statistical data.

Information sources used in this Base Prospectus:

1. web page of the Národná banka Slovenska (information in section: "II. RISK FACTORS" and in section "3.5.2 Main Markets");
2. web page of the Štatistický úrad Slovenskej republiky and Eurostat (information in section "II. RISK FACTORS");
3. web page of the Slovenská banková asociácia (information in section "3.5.2 Main Markets").

3.14 Documents for inspection

During the validity of the Base Prospectus, the documents (or their copies) specified below are physically available for inspection at the registered office of the Issuer, VÚB, a.s., Mlynské nivy 1, 829 90 Bratislava:

1. Issuer's Deed of Foundation and Articles of Association;
2. Historical consolidated financial statements about liabilities of the Issuer and its subsidiaries, consolidated closing financial statements prepared under the International Financial Reporting Standards including Auditor's reports for 2012 and 2013;
3. Interim individual financial statements for three months ended 31 March 2014 prepared in compliance with the International Accounting Standard IAS 34 Interim Financial Reporting.

3.15 List of used cross-references

1. Reference to the audited Consolidated Financial Statements for the year ended December 31, 2012, prepared under the International Financial Reporting Standards, with the Auditor's Report attached to the VUB Annual Report for 2012 and presented to the Národná banka Slovenska on April 26, 2013, which is available for inspection at registered office of the Issuer is made on page 27 of the Base Prospectus. The Release Note was published in the Hospodárske Noviny on April 30, 2013;
2. Reference to the audited Consolidated Financial Statements for the year ended December 31, 2013, prepared under the International Financial Reporting Standards, with the Auditor's Report presented to the Register of Financial Statements on April 2, 2014 and available for inspection at registered office of the Issuer is made on page 31 of the Base Prospectus. The Release Note was published in the Hospodárske Noviny on April 30, 2014.

3.16 Important notice

Base Prospectus is prepared in compliance with the relevant provisions of Act No. 566/2001 Coll. on securities and investment services as amended (hereinafter "**Act on Securities**"), Act No. 530/1990 Coll. on bonds as amended (hereinafter "**Act on Bonds**") and Act No. 483/2001 Coll. on banks as amended by later legal regulations (hereinafter "**Act on Banks**"), in compliance with Commission Regulation (EC) No 809/2004, implementing Directive 2003/71/ES of the European Parliament and the Council (hereinafter "**Directive on the Prospectus**") as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (hereinafter "**Regulation**").

Base Prospectus alone or in connection with any Final Terms and/or eventual Supplement to Base Prospectus must not be used in relation to offer for purchase of any bonds other than Bonds of individual issues, issued within Program.

Base Prospectus alone or in connection with any Final Terms and/or eventual Supplement to Base Prospectus must not be used in relation to offer for purchase of any bonds other than Bonds of individual issues, issued within Program or any other Bonds where such offer is prohibited under the law or other generally binding legal regulation. Base Prospectus spreading and offer, sale or purchase of Bonds of individual issues issued within Program are restricted by the law in certain countries. Bonds will not be registered, upon Issuer's request, elsewhere than in the Central Securities Depository of the Slovak Republic, a.s. (hereinafter "**CSD**") and Base Prospectus will not be subject to approval by any administrative or other authority of any legal order other than NBS in the Slovak Republic. Bonds of individual issues issued within Program will particularly not be registered in compliance with Act on Securities of the United States of America of 1933 and must not be offered or distributed in the United States of America or to persons residing in the United States of America. Persons who receive Base Prospectus are responsible for the observance of restrictions which apply in individual countries to the offer, purchase or sale of Bonds or possession and distribution of any material relating to Bonds.

Issuer has not approved any other declaration or information about Program, Issuer or Bonds than information provided herein, Supplements hereto or Final Terms. No other declaration or information can be relied on as on declaration or information approved by Issuer. Unless otherwise provided, all the information provided herein are

provided to the date of preparation hereof. Submitting or other form of making Base Prospectus available after the date of preparation thereof does not mean that information and declarations made therein are correct as of any moment after the date of preparation thereof. The indicated information may be amended or supplemented in the future by Supplements.

Only Issuer is liable for obligations following from Bonds, no third person is liable for or guarantees the performance of obligations following from Bonds.

Base Prospectus including later Supplements thereto, as well as Final Terms and Summary of a specific issue may be translated to English or other languages. In the event any interpretation disputes arise between different language versions, the Slovak version shall prevail.

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IV. INFORMATION ABOUT SECURITIES

This section of the Base Prospectus up to section "V. INFORMATION ABOUT THE PROGRAM" provides description of securities related to all Bond issues issued within the Program and highlights the information specified in the Final Terms of individual issue.

4.1 Responsible persons

Responsible persons: Všeobecná úverová banka, a.s., represented by Ing. Elena Kohútiková, PhD., member of the Management Board, and Andrea De Michelis, member of the Management Board, represents that as Issuer, it bears liability for the information contained in the whole of Base Prospectus.

Representations of responsible persons: Issuer represents that due care was paid during preparation of this part of Base Prospectus to the best knowledge of the responsible persons, that the information and data provided in this part hereof are up-to-date, complete, true and reflect the reality as of the date of preparation of this part hereof and no data which may significantly influence the meaning of this part hereof, exact and correct assessment of Issuer and Bonds issued by Issuer, were omitted.

Bratislava, May 15, 2014

Ing. Elena Kohútiková, PhD.
Member of the VUB Management Board

Andrea De Michelis
Member of the VUB Management Board

4.2 Risk factors

Key risk factors inherent to Bonds for assessment the associated market risk: This information is specified in section "II. RISK FACTORS" of the Base Prospectus.

4.3 Basic Information

Interest of the natural persons and legal entities participating in issue / offer: This information will be specified in the Final Terms of a specific issue.

Rationale of the offer and use of proceeds:

- **Rationale:** Objective of the Mortgage Bonds issues is to ensure source of coverage for mortgage deals executed under the valid banking licence.
- **Estimated costs and use of proceeds:** This information will be specified in the Final Terms of a specific issue.

4.4 Information on securities to be offered / admitted to trading

Name of Bond: This information will be specified in the Final Terms of a specific issue.

Nominal (par) value: This information will be specified in the Final Terms of a specific issue.

Aggregate principal amount: This information will be specified in the Final Terms of a specific issue.

Type of security: Bond – mortgage bond.

ISIN: This information will be specified in the Final Terms of a specific issue.

Legal regulations, based on which the securities are issued: The Bonds are issued by VÚB, a.s., in line with legal order of the Slovak Republic and pursuant to Act on Bonds, Act on Securities and Banking Act.

Form: The Bonds will be issued in the book-entered bearer form.

Name and address of entity in charge of recordkeeping: Centrálny depozitár cenných papierov SR, a.s., ul. 29 augusta 1/A, 814 80 Bratislava.

Currency of the securities issue: This information will be specified in the Final Terms of a specific issue. The Issuer shall pay the yield and repay the par value of Bonds strictly in currency of an issue, which will be determined in the Final Terms.

Classification of the securities: The MB represent direct, general, secured and unconditional pari passu (equal) liabilities with respect to each other and with respect to other existing and future direct, general, secured and unconditional liabilities of the Bank except for those defined by cogent provision of the legal regulation.

Rights associated with securities: Rights associated with Bonds, restrictions on rights and exercising procedures, as well as liabilities arising from Bonds are specified in applicable legal regulations of the Slovak Republic, especially in the Act on Bonds, Securities Act, this Base Prospectus and relevant Final Terms of a specific issue. Except for restrictions explicitly set forth herein or in related documents and restrictions directly arising from legal regulations of the Slovak Republic, the Issuer has by no way whatsoever otherwise restricted or exercised its right to restrict rights of the Bondholders, even in cases, when the legal regulations of the Slovak Republic admit such restrictions of Bondholders' rights on side of the Issuer. The facts associated with exercising Bondholders' rights will be released in national periodicals publishing the stock exchange reports. No pre-emption or exchangeable rights are connected with the Bonds.

Nominal interest rate: An alternative applied to a specific issue will be defined in the Final Terms:

1. Bond yield defined by fixed coupon – based on Final Terms of the relevant issues, the Bond yield determined this way will bear a fixed rate over the whole lifetime of the Bond or over the pre-defined period. The coupon rate and the period will be defined in the Final Terms.
2. Bond yield determined by floating coupon - based on Final Terms of the relevant issues, the Bond yield determined this way will bear a floating rate equal to reference rate increased /decreased by relevant margin (if applicable) always over specific, successive interest rate periods. The specific composition of the coupon will be defined in the Final Terms. The relevant coupon will be set for the next period on the second business day preceding the date of yield payout for the current coupon period. The rate for the first period will be defined on the second business day prior to issue date.
3. Bond yield determined as difference between Bond's par value and its lower issue price – the yield defined this way in the Final Terms will not bear an interest. The coupon on these Bonds represents difference between issue price and par value of each Bond.
4. The yield determined by combination of the above methods - The yield defined this way in the Final Terms will bear a coupon which is a combination of several or all items 1-3 herein for a specific coupon period. The specific composition of the coupon will be defined in the Final Terms.

The coupon rate defined in the Final Terms may be either identical for all coupon periods or may vary from period to period.

Provisions related to due yield: The yield for each interest rate (coupon) period will be due of the payment day of the yield. The yield will be paid out in time interval and on dates as defined in the Final Terms. Should the payment day be non-business day, the payout date will be understood the next business day immediately following non-business day. In such a case no titles to additional yield, coupon or any other appreciation will arise. With respect to specific Bond, the Issuer will define the yield for each coupon period. The amount shall be rounded based on mathematical rules to two decimal places according to a figure on the third decimal place.

The yield on a Bond will be determined as a multiple of the Bond's par value (possibly its outstanding portion if the amount is not due as one-off payment), relevant interest (indicated as decimal figure) and relevant fraction of days based on applicable convention.

The coupon period is understood a time between two payment dates of yields, starting from a day of yield payment (including) until the next payment date, while the first coupon period is a period starting with issue date (including) until the first payout date of the yield.

The ex-coupon date is the 30th calendar day prior to yield payment date. The yield for the relevant period will be paid out only to the a Bondholder, who had been owner of the Bond as of the end of business day immediately preceding the ex-coupon date (hereinafter referred to as the "**authorized party**") as indicated in the list of security holders prepared by an entity licensed and permitted to establish and perform activities of the Central Depository, which has been keeping for the Issuer an issuer's securities register.

The Bondholder is a party, whose Bond is registered in the Central Securities Register kept by CSD / or by other party who has been authorized to keep register of the book-entered securities pursuant to legal regulations of the Slovak Republic.

Date from which the yield becomes payable: This information will be specified in the Final Terms of a specific issue.

The due dates of yield: This information will be specified in the Final Terms of a specific issue.

Validity of rights related to yield and principal payment period: Pursuant to the Act on Banks the rights stemming from Bonds shall be limited for 10 years after their maturity.

For non-fixed rates, type of the underlying base from which a specific rate is derived: Interbank rate for the given currency displayed on the page of Thomson Reuter's financial and information platform shall be taken as underlying rate.

For non-fixed rates, description of underlying base from which the rate is derived: This information will be specified in the Final Terms of a specific issue.

For non-fixed rates, method upon which the type and description of the underlying base were correlated: This information will be specified in the Final Terms of a specific issue.
The method of yield calculation will consist of interbank interest rate, which can be increased /decreased by margin.

If the nominal rate has not been fixed, sites on which the details about the performance history / future performance of the underlying base and about its volatility can be found. The details about the performance history / current performance and volatility of the interbank rate (e.g. EURIBOR, PRIBOR) are displayed on the page of Thomson Reuter's financial and information platform. This information may be used as a part of several information sources for determining the expected performance of the underlying rate.

If the nominal rate has not been fixed, events that may cause market disruption / imbalance which affect the underlying base: A number of factors such as collapse on stock exchange, failure of information systems, failure to fix the coupon rate, economic crisis etc. may impact the underlying base used for setting the nominal

rate by which the value is determined. The Issuer can not guarantee, that any other factors except for those mentioned above which may affect the underlying base will not occur.

If the nominal rate has not been fixed, modification rules with respect to events related to underlying base: If the current interbank rate, from which the Bonds issue rate is derived, is not available on the date the nominal rate is defined, the most recent value published on the financial and information platform of Thomson Reuters (or any other alternative page on which this information is displayed) will apply for purposes of setting the nominal rate.

If the nominal rate has not been fixed, name of the person in charge of calculations: Representative in charge of calculations will not be appointed, the Issuer is responsible for this activity.

If the nominal rate has not been fixed and the security bears a derivative component within coupon payout, specify how does the value of underlying instrument(s) impacts the investment value in terms of the most obvious risks of the investment: MB issued within the Program will not bear a derivative component at coupon payout.

Maturity date: Maturity date of Bonds' par value will be specified in the Final Terms of a specific issue (hereinafter referred to as the "**maturity date**"). The Bond does not bear any interest after the maturity date. Should the maturity date of the Bond par value fall on non-business day, the business day immediately following non-business day shall be deemed the payout date. In such a case no titles to additional yield, coupon or any other appreciation will arise.

Repayment procedures, redemption and early repayment options: An alternative applicable to specific issue shall be defined in the Final Terms.

1. The Issuer shall settle par value of Bonds in full on the maturity date. The Issuer shall not be committed to early repayment of Bonds on request of the Bondholder and the Bondholder shall not be entitled to request the early repayment; or
2. The par value of Bonds is repaid in several installments, i.e. not as balloon payment at the end of maturity. The relevant installment of par value plus yield for the given coupon period will be paid on the maturity day of the yield. Repayment of the par value will be split into installments the number of which will correspond to that of coupon periods, unless otherwise stated in the Final Terms. Repayment amount relevant to par value and yield with payout date will be specified in Payment Schedule of the Final Terms. The Issuer shall not be committed to early repayment of Bonds on request of the Bondholder and the Bondholder shall not be entitled to request the early repayment; or
3. The Issuer will repay the par value of Bonds in full on the maturity date of Bonds with option of early repayment initiated by Bondholders. Only those Bondholders, who have acquired the Bonds within primary issues, i.e. directly from the Issuer may request the early repayment of bonds. The early repayment of the bonds par value will be executed strictly upon written request of the Bondholder addressed to Treasury Back Office, in the period and under conditions as specified in the Final Terms. The request for early repayment of Bonds is irrevocable and the Investor shall provide to the Issuer full assistance as the Issuer may require in event of early repayment of Bonds. The Bondholder is entitled to receive a proportional amount of yield on Bonds due as of the early repayment date as specified in the Final Terms. By effect of early repayment of Bonds' par value, any other claims of the former Bondholder regarding yields payout and repayment of par value of bond will expire. The Issuer's liabilities arising from section "IV. INFORMATION ABOUT SECURITIES" of the Base Prospectus along with Final Terms continue to be applicable to Bonds, in which the Bondholders did not exercise their option of early repayment; or
4. The Issuer will pay the par value of Bonds in full on the maturity date of Bonds with option of early repayment initiated by Issuer. The Issuer, upon its decision, will be entitled to repay the Bonds before their maturity under the conditions as specified in the Final Terms. The Issuer, upon its decision, will be entitled to repay a portion of Bonds or all bonds at any time and repeatedly provided it has notified its decision to the selected / all Bondholders not before 60 days and no later than 5 days prior to early repayment. The Notice of early repayment shall be published in national papers. Issuer's Notice of Early Repayment shall be irrevocable. By this effect the Issuer shall repay the Bonds in compliance with the Final Terms of the issue. In such a case the Issuer will pay an outstanding amount of par value of Bonds or all Bonds together with yield which has not been paid so far.

The Issuer shall be entitled to purchase the Bonds at any time in the market or to acquire the Bonds otherwise at any price. Purchase of own MB by the Issuer in the secondary market shall not be deemed the early repayment. Should the Issuer acquire the MB issued by the Issuer before maturity date, the Bonds will expire under the Act on Bonds. Furthermore, the early repayment shall not be deemed the event when the Bonds have been amortized in line with relevant Final Terms (the principal is not paid in balloon payment, but gradually).

The ex-principal date was set on the 30th calendar day prior to maturity date. The par value of Bond shall be paid out only a bondholder, who had been owner of the Bond as of the end of business day immediately preceding the ex-principal date as indicated in the List of Security holders prepared by the CSD.

Payout of yields and / or repayment of par value of Bonds will be effected by non-cash transfer on account of the entitled party (hereinafter referred to as the “**account**”) as specified in the Firm Order or on any other account as indicated by the entitled beneficiary in the Request for Yield Payment and /or for Repayment of the Par Value, served on the Issuer, Sub-department Treasury Back Office at the Head office (hereinafter referred to as the “**request**”), no later than on the 20th day before yield payment date and / or maturity day of Bond’s par value. If the authorized beneficiary has not indicated the account number on the Firm Order and the request with account number, which the yields shall be paid and /or nominal value of the Bond credited to, has not been delivered to the Issuer within the period indicated above, the Issuer shall pay out the yields and / or repay the par value of Bonds within five business days following the day the request with account number indicated thereon has been delivered (however not before the yield payment date and /or repayment date of the nominal value under this general Information on Bonds) to the Issuer. At the same time, the eligible beneficiary shall not be entitled to obtain any additional yield or interest or any other appreciation, for the period starting the yield payout date and /or Bond maturity date under this General Information on Bonds ending the effective payment date and/or repayment date.

The Firm Order is understood a Firm Order for the primary purchase, by which effect the primary purchase of all or some Bonds will be executed.

The Issuer shall not be obliged to accept the documents and written instruments presented by authorized parties / or persons acting on behalf of the authorized parties, if executed in other than Slovak or Czech language. In other instances the Issuer shall be entitled to request translation into the Slovak language with attestation clause of the translator attached thereto. The Issuer will be entitled to rely on translation of the document / instrument. The issuer shall not be obliged to examine accuracy of the translated document /instrument against original text. In event of documents prepared abroad, the Issuer will be entitled to request that these documents be authenticated and superleglized and furnished with “Apostille” based on Hague Convention abolishing the requirement of legalisation for foreign public documents of October 5, 1961. The Issuer shall not be obliged to execute any acts , namely, to payout the yields without limitation, and repay the par value of Bonds based on the application form, unless the following documents have been presented: (i) originals or officially certified documents confirming existence and mode of acting of the authorized party and/or Bondholder and/or persons acting for and on behalf of the parties; and (ii) originals or officially certified documents confirming authorization to act for and on behalf of the parties specified in item (i) above. The Issuer shall not be obliged to accept any documents or instruments unless the signatures affixed thereto have been verified by the Issuer’s employees in charge or officially certified.

The yield will be paid out and par value of Bonds repaid at VÚB, a.s., Mlynské nivy 1, 829 90 Bratislava.

The Issuer declares that it owes Bond’s par value to the Bondholder.

The Issuer shall pay the yield on Bonds and par value of Bond to the Bondholder in line with Final Terms of the given issue. The Issuer shall provide the funds for payment of yield and par value of MB from repayments of mortgage loans granted by the Issuer / possibly from the alternative source of coverage, as indicated in Act on Bonds, art. 16 sub-sect. 5.

An indication of yield: This information will be specified in the Final Terms of a specific issue.

Method of yield calculation (convention): The variant applied to the particular issue shall set forth in its Final Terms.

For purposes of calculation the Bond yield, one of the conventions specified below shall apply:

1. “Act/Act” as a ratio of actual number of days in the period for which the yield has been determined to 365 (or in case that any of the specified period falls in leap year, then sum of (i) actual number of days of the

period for which the yield has been determined and which falls in leap year divided by 366 and (ii) actual number of days of the period for which the yield has been determined and which does not fall in leap year divided by 365; or

2. "Act/365" as a ratio "actual number of days in the period for which the yield has been determined to 365; or
3. "Act/360" as a ratio "actual number of days in the period for which the yield has been determined to 360; or
4. "30/360" as a ratio "number of days in the period for which the yield has been determined to 360 (in this case the year is deemed to have 360 days, 12 months and a month has 30 days, whereas in event that (i) the last day of the period for which the yield has been determined falls on the 31st day of a month and concurrently the first day of this period is not the 30th or 31st day in a month, that month shall have 31 days or (ii) the last day of the period for which the yield has been determined, is the last day in February, than the months shall not be extended onto 30 days; or
5. "30E/360", number of days in the period for which the yield has been determined to 360 (in this case the year is deemed to have 360 days, 12 months and a month has 30 days).

Acting on behalf of the holders of debt securities: The Bondholder will not be granted any other benefits and no common representative of the Bonds holders with respect to satisfaction of receivables will be appointed. The Issuer has not entered into any fixed agreement on representing Bonds holders with any entity.

Representations on resolutions, permits and licences: This information will be specified in the Final Terms of a specific issue.

Date of Bonds issue (hereinafter referred to "Issue Date"): This information will be specified in the Final Terms of a specific issue.

Restriction on free transferability: The Bonds are transferable onto a new owner without restrictions.

Taxation: The yield on Bond will be taxed at its payment date in line with Act No. 595/2003 Coll. on Income Tax as amended hereinafter referred to as the Income Tax Act)

In compliance with the Income Tax Act since 1 January 2014 the yield on MB (Mortgage bonds) is subject to withholding tax (tax rate is 19%) if it flows to a resident – natural person, tax payer not founded or established to conduct business, the National Property Fund and the National Bank of Slovakia. In case of the income generated to a natural person the taxpayer is the Issuer and in case of custodianship the taxpayer is the securities broker. A taxable party not founded or established to conduct business, the National Property Fund and the National Bank of Slovakia are in this case concurrently the taxpayers of withholding tax. Residents – legal entities will pay tax from the yield on MB, which is included in their tax base via submitting their tax return (tax rate is 22%). The yield on MG generated to non-residents is not considered the income generated from the source in the territory of the Slovak Republic and hence it will not be subject to tax in the territory of the Slovak Republic.

The aforementioned information represents general information on taxation of MB originated from the source in the territory of the Slovak Republic effective as of the date of the Base Prospectus and is not a complete description of all its aspects. Potential investors, before making an investment decision, should consult tax and FX consequences of such decision with their legal and tax advisors.

Since the legal regulations may change over the lifetime of the Bonds, the yield on Bond shall be always taxed upon legal regulations valid at the payment period.

4.5 Terms and conditions of the offer

Conditions, which the offer is subject to: This information will be specified in the Final Terms of a specific issue.

Total amount of the issue / offer; if the amount is not fixed, indicate method and date of its announcement to public: This information will be specified in the Final Terms of a specific issue.

Period during which the offer will be open and anticipated issue period: This information will be specified in the Final Terms of a specific issue.

If the Issuer has not issued all the Bonds which make up the relevant issue as of the date of issue, it may issue the residual amount of Bonds at any time during the expected period of Bonds issue. In event that the Bonds are

sold up earlier, the primary sale will end before the final date of sale, i.e. as of the date the issue has been sold out. Further Firm Orders will not be accepted after expiry of the primary sale period / earlier sale out of the issue.

Application procedure: The Investor, based on the Firm order for primary purchase, shall pay the Bond price on Issuer 's account. The Issuer, upon incoming payment, shall arrange that the relevant number of Bond units on be credited on securities account kept with the CSD or with CSD member.

Options for reducing the subscription, methods of refunds of overpayments: This information will be specified in the Final Terms of a specific issue.

Details on minimal and / or maximal investment amount: This information will be specified in the Final Terms of a specific issue.

Method and date of disbursement and crediting the securities: This information will be specified in the Final Terms of a specific issue.

Method and date of publishing the offer results: This information will be specified in the Final Terms of a specific issue.

Execution of each pre-emption right, tradability of the subscription rights and management of non-exercised pre-emption rights: No pre-emption or exchangeable rights are connected with the Bonds.

The various categories of potential investors to which the securities are offered: An alternative applied to a specific issue shall be defined in the Final Terms. The Bonds shall be always offered within the primary sale to:

1. qualified investors; or
2. non-qualified investors; or
3. all categories of investors.

Identification of the issue, which has been concurrently traded in the markets of two or more countries and the issue has been / or is reserved for one of them: This information will be specified in the Final Terms of a specific issue.

Notification of the allocated amount and event under which the trading may be launched before notification: Method of notification about the amount of subscribed Bonds is indicated in the Firm Order and Confirmation of the primary purchase, which the Investor will receive after the deal is contracted. The trading can not be commenced before notification.

Expected price at which the securities will be offered: This information will be specified in the Final Terms of a specific issue. In event of public offer under the Act on Securities, the issue rate shall be determined as a specific percentage of the Bond par value (no higher than 120%) while in offers subject to Act on securities § 120 para. 3, the issue rate will be defined as a spread.

The Issuer shall always determine the issue rate of any Bonds issued during the issue period so that the rate reflect the existing conditions in the market. The Bonds may be offered below / over or at par value of the Bond while in relevant cases, in Bonds issued after the issue date the corresponding pro-rata portion of the interest income will be added to the issue rate. The price for the beneficiary will determined as a multiple of issue rate, Bond par value and number of Bond units. The Issue rate will be indicated on the Firm Order and Confirmation of the primary purchase.

Total costs and taxes separately charged to the subscriber: The Issuer shall bear costs associated with issue to full extent. Potential fees charged to the subscriber will be indicated in the Final Terms of a specific issue.

Name and address of the coordinator(s) of the overall offer and of its individual parts, possibly parties arranging placements in different countries: This information will be specified in the Final Terms of a specific issue.

Name and address of the payment and depository agents in each country: The payment and depository agents will not be appointed. The Issuer shall arrange payout of the yield and repayment of par value.

Name and address of entities with whom the subscription of the issue has been agreed on upon firm commitment or without it or on “best effort basis”. The basic details of agreements, including quotas. Declaration regarding non-covered part, commission amount: This information will be specified in the Final Terms of a specific issue.

Date when the underwriting agreement has been or will be achieved: This information will be specified in the Final Terms of a specific issue.

4.6 Admission to trading and dealing contracts

Trading on Stock Exchange: The trading details and possibly those regarding the regulated market will be specified in the “Final Terms” of a specific issue. The Issuer may commit itself to the following acts:

1. Request the Bratislava Stock Exchange registered office: Vysoká 17, 811 06 Bratislava (hereinafter „BSSE“), possibly its legal representative to take the Bonds issue issued within Program in its regulated market and/or
2. Request other than BSSE regulated market organizer to take the Bonds issue issued within Program in its regulated market; or
3. Not to request any securities regulated market organizer, to take the Bonds issue issued within Program for trading.

Date on which the securities will be admitted for trading: If the Issuer has committed itself to request the stock exchange to take in the issue for trading, the expected date for filing such request will be specified in the Final Terms of this issue.

All regulated or alike markets, on which Issuer’s securities of the identical category have been taken for trading: BSSE

Name and address of entities committed to act as brokers in the secondary trading, detailed conditions of their commitments: The Issuer will not give its consent to use the Base Prospectus by financial brokers in the secondary trading and no party shall act as the broker in the secondary trading.

4.7 Additional information

Bond issue consultants and their role: The relevant information will be indicated in the Final Terms of the specific issue.

The audited information: Section “IV. INFORMATION ABOUT SECURITIES” of this Base Prospectus does not involve audited information / information on which auditor’s report has been prepared.

Expert’s statement /report: Section “IV. INFORMATION ABOUT SECURITIES” of this Base Prospectus does not involve any statements / reports that might be attributed to a specific person such as an expert.

Information obtained from the third party: Section “IV. INFORMATION ABOUT SECURITIES” of this Base Prospectus does not involve information obtained from the third party.

Rating assigned to the Issuer: Information on Issuer’s rating is specified in sub-section “3.5.2 Main Markets” of this Base Prospectus.

Rating assigned to securities issued by the Issuer: Mortgage bonds issued by Issuer within the Offering Program were rated at the level A1.

4.8 Definitions

“Bratislava Stock Exchange” means the company Bratislava Stock Exchange, registered office Vysoká 17, 811 06 Bratislava, BIN: 00 604 054, registered in the Register of Companies of District Court Bratislava I, section: Sa, file no: 117/B.

“**Central Securities Depository**” is understood an entity holding a licence to establish and provide business of the central securities depository – the Central Securities Depository of the SR a.s., registered office: Ulica 29. augusta 1/A, 814 80 Bratislava, BIN: 31 338 976, registered in the Register of Companies of District Court Bratislava I, section: Sa, file no. 493/B, which keeps for the Issuer the Securities Register.

“**Date of issue**” is understood a date when the Bond issue is commenced. The issue date and is specified in the Final Terms.

“**Ex-principal date**” has been set on 30th day prior to maturity. Par value of the Bond will be paid out only to the Bondholder, who was holder of the Bond as at the end of the business day immediately preceding a date of ex-principal as specified in the List of Bondholders prepared by the CSD.

“**Ex-coupon date**” has been set on 30th day prior to date the coupon paid. The coupon will be paid out only to the Bond who was holder of the Bond as at the end of the business day immediately preceding the ex-coupon date as specified in the List of Bondholders prepared by the CSD.

“**Maturity date**” is a date when the par value of the Bond will be paid out.

“**Date for determining the yield on Bonds with floating rate**” means the second business day prior to payout date of yield for the current interest rate period. The interest rate for the first period will be determined on the second business day before the issue date.

“**Bonds**” is understood debt securities – mortgage bonds (MB). Bonds are securities involving within a right of the holder to claim payment of the owned amount in par value and yields as of specified date and Issuer’s obligation to satisfy these liabilities.

“**Bond’s issue rate**” is a price at which the Bond is sold by the Issuer at its issue.

“**EURIBOR**” is a reference rate in the interbank market of the European Monetary Union, which is displayed on web page of the financial informative platform of the company Thomson Reuters: EURIBOR01 (or any other alternative page on which this information may be displayed). For calculation the yield EURIBOR fixed on the second business day before the interest rate period is commenced will be applied. Should the EURIBOR rate be not fixed 2 business days before the start of the interest rate period, the closest preceding fixed rate for the relevant EURIBOR will be applied.

“**MB**” is a bond – mortgage bond, of which the par value including yields is duly covered by Bank’s receivables from mortgage loans backed by pledge over the property or those with alternative coverage and which carries in its name “mortgage bond”.

“**Period during which the offer will be open**” means a period during which the Issuer or a party appointed by the Issuer may offer the Bonds to potential investors. In compliance with applicable legislation, the offering process may start before the date of issue and end no later than on the last date of the anticipated period of Bond issue.

“**Margin**” means one of the floating rate components, the amount of which has been defined in the Final Terms of the relevant issue.

“**Nominal (par) value**” is a nominal value of the Bond.

“**NBS**” is the Central Bank of the Slovak Republic. The Bank was established on January 1, 1993 based on Act of the NC SR No. 566/1992 Coll. on the National Bank of Slovakia as an independent central bank of the Slovak Republic. The head Office address: Imricha Karvaša 1, 813 25 Bratislava.

“**Authorized party**” bears the meaning as specified in section “IV. INFORMATION ABOUT SECURITIES “ of the Base Prospectus.

“**Offering program**“ means an offering program of the Issuer with the par value not higher than EUR 1,500,000,000 of all unpaid Bonds issued within the Program, or equivalent sum in other currency. Program duration, during which VÚB, a.s. may issue individual Bonds issues within Program, is 10 years, until 6 May 2023.

“**Anticipated issue period**“ means the expected period during which the Bonds can be issued within specific issue, which starts as of the date of issue. Duration of the anticipated period will be defined in the Final Terms of the specific issue.

“**Business day**“ for purposes of the underlying document the business day means a day which is not a holiday under Act No. 241/1993 Coll. on public holiday, non-business days and memorial days and Act No. 311/2001 Coll. Labor Code as amended and also a day which is the TARGET day (a day on which the „Trans-European Automated Real-time Gross settlement Express Transfer system“ operates and clears the payments denominated in Euro currency).

“**PRIBOR**“ is a reference rate in the Czech interbank market displayed on the web page of the financial informative platform of the company Thomson Reuters: PRBO for the Czech koruna (or any other alternative page on which this information may be displayed on the day when the relevant interest rate is determined). For calculation the yields, PRIBOR fixed on the second business day before interest rate period is commenced will be applied. Should the PRIBOR rate be not fixed 2 business days before the start of the interest rate period, the closest preceding fixed rate for the relevant PRIBOR will be applied.

“**Reference rate**“ means an interest rate defined for calculation of the interest income on Bonds bearing the floating rate. If the relevant reference rate has not been determined in the Final Terms, then in Bonds bearing the floating rate and par value denominated euro, the reference rate EURIBOR will apply. In Bonds with floating rate and par value denominated in the Czech koruna, PRIBOR will be applied as a reference rate. Should the issue be denominated in other currency, the reference rate will be indicated in the Final Terms.

“**Due date of yield**“ means a date indicated in the “Final Terms” of the issue on which the yield is paid. Should the payment day fall on the non-business day, the payment date will be understood the next business day immediately following non-business day. In such a case no titles to additional yield, interest or any other appreciation will arise.

“**Account**“ bears the meaning as attributed to this term in section IV. of the Base Prospectus.

“**Firm Order**“ is the binding order of the primary purchase, by effect of which primary purchase of all / several Bonds will be executed.

V. INFORMATION ABOUT THE PROGRAM

The Bonds will be issued within the Program, the maximal total amount of nominal (par) values of all unpaid Bonds issued within the Program is set at EUR 1,500,000,000 or equivalent sum in other currency. Duration of the Program is 10 years. Program has been approved by Issuer's Supervisory Board on October 24, 2012.

The Issuer, adhering to the Base Prospectus shall issue the individual Bonds issues, which are described in Section "IV. INFORMATION ABOUT SECURITIES" herein.

Pursuant to Act on Bonds, the MB are bonds with par value including yields duly covered by Bank's receivables from mortgage loans backed by pledge over the property or those with alternative coverage which carry in their name "mortgage bond".

The regular coverage of MB may be replaced with alternative coverage up to 10% of total par value of the MB issued. Assets of the Issuer in form of deposits with NBS, NBS bills and deposits with banks based in the Slovak Republic, cash, treasury bonds and bills, mortgage bonds issued by other banks, municipality bonds issued by other banks may be used for alternative coverage.

Pursuant to the Banking Act, the Issuer shall not be allowed to put in pledge / use the asset values covering the par value of the MB issued including liens to properties for different securitization of its liabilities. The Issuer shall keep in its Mortgage Register List the details such as amount of mortgage loans, pledges and receivables stemming from the mortgage loans which cover the MB, or other values used as alternative coverage.

A trustee appointed by the NBS supervises the execution of mortgage bond deals.

The MB holders have a pre-emption right to asset values which cover the issued MB including pledges over properties. By effect of this security interest the receivables of MB holders payable by the Issuer are secured for disbursement of par value and yields from the MB.

The Issuer may issue MB upon public offer or exception from public offer assigned under the Act on Securities to one or several investors with registered office in the Slovak Republic or abroad. The terms of each specific issue will be specified in the Final Terms.

The Bonds will be issued in book-entered bearer form. The Bonds will be issued repeatedly, in form of independent issues. Each issue will consist of securities which are identical in all aspects, i.e. the Bonds making up one issue will be mutually substitutable.

VÚB, a.s., will issue the Bonds based on binding orders for primary purchase to those beneficiaries, who have paid as of the date of purchase the issue rate and aliquot portion of interest income on the Bond (proportional pro-rate amount of interest income) on the VUB account specified in the Firm Order. The price for the beneficiary will be set as multiple of the issue rate, number of Bonds units and par value of Bonds, including pro rata amount of the interest income (AUV), calculated over the entire period of the primary sale, starting as at the date of issue, unless otherwise stipulated in the Final Terms.

If the issue is not executed via public offer, the Issuer will not determine method and time for publishing the result of the Bonds offer. If the issue is executed via public offer the date and method of publishing the results will be indicated in the Final Terms of specific issue.

The yields or par value repaid will be always taxed pursuant to legal regulations applicable of the payment date.

A reference whether the Issuer will /will not file request for acceptance of the Bonds issue on the regulated BSSE market or other regulated market with indication of the market shall be made in the Final Terms of a specific issue.

VI. FORM OF FINAL TERMS

The specimen of "Final Terms" of Bonds issue will be prepared and published for each specific Bond issue issued within the Program before the issue date.

Specific conditions for each issue issued within the Program will be inserted in the Final Terms form. In addition to details specified below, other information as indicated in Attachment XXI to the Directive may be included in the Final Terms. Should any of the information in the specimen be irrelevant for a specific issue, the note "Non applicable" shall be inserted. The text in this section stated in Italics does not form part of the Final Terms and has only supplementary and clarifying function. The symbol (●) indicates the sections of the Final Terms to be completed. The words in the Final Terms starting with capital letter shall have the meaning as defined in the Base Prospectus. The note "Selected alternative specified in the Base Prospectus" attached to the informative item, means that the given detail is specified in the Base Prospectus, Section "IV. INFORMATION ABOUT SECURITIES" with respect to specific item in several alternatives and the alternative(s) relevant for the given issue will be specified in the Final Terms either by repeating the selected alternative or by effect of reference made to relevant part of the Base Prospectus with indication to the selected alternative.

Final Terms

date (●)

Issue (name of issue)

ISIN (ISIN code)

Aggregate principal amount (issue amount)

Maturity (date)

**issued within Offering program for mortgage bonds in the volume
of unpaid bonds amounting to EUR 1 500 000 000 at the maximum
with program duration 10 years**

Národná banka Slovenska, by its resolution (●) dated (●) approved to the Issuer, Všeobecná úverová banka, a.s., registered office: Mlynské nivy 1, 829 90 Bratislava, CRN: 31 320 155, registered in the Register of Companies of District Court Bratislava I, section: Sa, file no. 341/B (hereinafter "**VÚB, a.s.**", "**Issuer**" or "**Bank**"), the Base Prospectus of May 15, 2014, which contains common information about the Bonds, and highlights information to be supplemented in Final Terms of specific issues, issued by the Issuer within the Program.

Final Terms have been prepared for purposes of Directive 2003/71/EC, art. 5 para. 4 and shall be interpreted in connection with Base Prospectus including Supplements as may be later attached to, which is published and made available free of charge in writing at Issuer's registered office: Mlynské nivy 1, 829 90 Bratislava, Department: Balance Sheet Management and on Issuer's website: <http://www.vub.sk/informacny-servis/prospekty-cennych-papierov/>. Summary of a specific issue is attached to the Final Terms. This document covers key information for investors. To acquire complete information about the Issuer and Bonds offer, the Final Terms shall be read together with Base Prospectus including Supplements as later attached to. Potential investors should pay attention to section „II. RISK FACTORS“ of the Base Prospectus. The potential investors should thoroughly consider risk factors indicated in the above section and other investment aspects before taking decision on investment in Bonds.

In event of any conflict in interpreting between Base Prospectus and Final Terms, the provisions of the Final Terms will prevail, however, without prejudice to wording of the Base Prospectus related to any other Bond issue issued within the Program.

Neither Final Terms nor issue of Bonds have been approved or registered by any administration or self-governance body of any jurisdiction. The above documents have been executed in compliance with legal regulations of the Slovak Republic. With respect to some jurisdictions, distribution of the Final Terms and sale, purchase or offer of the Bonds may be limited by legal regulations. Potential investors, who have obtained these Final Terms should seek the information about the restrictions and follow them.

1. BASIC INFORMATION

1.1. Interested natural persons and legal entities taking part in issue / offer

Interested natural persons and legal entities taking part in issue / offer (●)

1.2. Reason of Offer and use of proceeds

Estimated costs and use of proceeds (●)

2. INFORMATION ON SECURITIES TO BE OFFERED / ADMITTED TO TRADING

| | |
|---|--|
| Name of Bond | (●) |
| Nominal value | (●) |
| Aggregate principal amount | (●) |
| ISIN | (●) |
| Currency of the securities issue | (●) |
| Nominal interest rate | (●) <i>Selected alternative specified in the Base Prospectus</i> |
| Date, from which the yield becomes payable | (●) |
| The due dates of yield | (●) |
| Where the rate is not fixed | |
| Describe the underlying base from which the rate is derived | (●) / Not applicable |
| Method upon which the type and description of the underlying base were correlated | (●) / Not applicable |
| Maturity date | (●) |
| Payments, redemption and early repayment options | (●) <i>Selected alternative specified in the Base Prospectus</i> |
| An indication of yield | (●) |
| Method of yield calculation (convention) | (●) <i>Selected alternative specified in the Base Prospectus</i> |

Representations regarding resolutions, permits and approvals (●)

Issue Date (●)

3. TERMS AND CONDITIONS OF THE OFFER

3.1. Conditions, offer statistics, expected schedule and action required to apply for the offer

Conditions, which the offer is subject to (●)

Total amount of the issue /offer if not fixed , indicate method and date of its announcement to public (●)

Period during which the offer will be open and anticipated issue period (●)

Describe options to reduce the subscription and method of refunds of overpayments (●) / Not applicable

Details on minimal and / or maximal investment amount (●)

Method and date of disbursement and crediting the securities (●)

Method and date of publishing the offer results (●)

3.2. Plan of distribution and allotment

The various categories of potential investors to which the securities are offered (●) *Selected alternative specified in the Base Prospectus*

Indication of the issue, which has been concurrently traded in the markets of two or more countries and the issue has been / or is reserved for one of them (●) / Not applicable

3.3. Pricing

Expected price at which the securities will be offered (●)

Total costs and taxes separately charged to the subscriber (●) / Not applicable

3.4. Placing and underwriting

Name and address of the coordinator(s) of the overall offer and of its individual parts / possibly parties arranging placements in different countries (●) / Not applicable

Name and address of entities with whom the subscription of issue has been agreed on upon firm commitment or without it or on “best effort basis”.
Basic details of agreements, including quotas.
Declaration regarding non-covered part,
commission amount

(●) / Not applicable

Date when the underwriting agreement has been or will be achieved

(●) / Not applicable

4. ADMISSION TO TRADING AND DEALING CONTRACTS

Trading on Stock Exchange

(●) *Selected alternative(s) indicated in the Base Prospectus with specified market, if relevant*

Date on which the securities will be admitted for trading

(●) / Not applicable

5. ADDITIONAL INFORMATION

Consultants related to issue and their roles

(●) / Not applicable

VII. ANNEXES

Interim individual financial statements for three months ended 31 March 2014 prepared in compliance with the International Accounting Standard IAS 34 Interim Financial Reporting.