



NOVA LJUBLJANSKA BANKA D.D., LJUBLJANA **subordinated Notes in the total nominal amount up to EUR 75 million** **with maturity in 2029**

This document ("**Summary**") has been prepared in relation to subordinated notes of Nova Ljubljanska banka d.d., Ljubljana ("**NLB**", "**Company**" or "**Issuer**") with the ticker NLB27 and ISIN code SI0022103855 ("**Notes**") and represents a summary of the divided prospectus referred to in the third point of the second paragraph of Article 78 of the Market in Financial Instruments Act ("**ZTFI-1**"), which was approved by the Securities Market Agency of the Republic of Slovenia ("**SMA**").

This Summary, in conjunction with the description of the Notes ("**Description**") and the registration document of the Issuer approved by the SMA with Decision no. 40200-3/2018-12 as of 3 October 2018 ("**Document**") comprises the divided prospectus for the public offering of Notes and their admission to trading on the regulated market ("**Prospectus**"). The Summary and other sections of the Prospectus should be read as a whole.

The Notes will be offered to the public in the Republic of Slovenia.

An application will be filed for the admission to trading of the Notes on the bonds market of Ljubljanska borza d.d., Ljubljana ("**Ljubljana Stock Exchange**"), which is a regulated market within the meaning defined in the ZTFI-1 and Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments ("**MIFID II**").

The date of this Summary is April 2019.

The Summary consists of disclosure requirements known as "Elements". These Elements are numbered in sections A–E (A.1–E.7).

This Summary contains all the Elements required for inclusion in a summary for this type of securities and issuer. Since some Elements do not need to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the Summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element in question. In this case a short description of the Element is included in the Summary with the mention of "not applicable".

Section A – Introduction and Warnings		
A.1	<i>Warning.</i>	This Summary should be read as the introduction to the Prospectus, which comprises the Document (registration document of the Issuer approved by the SMA on 3 October 2018), the Description (a description of subordinated notes of the Issuer that are the subject of the public offering and admission to trading on the regulated market) and this Summary. The Summary is not a substitute for the Prospectus. Any decision by potential investors to invest in the Notes should be based on consideration of this Prospectus as a whole, including all documents incorporated by reference. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor may, under the national legislation of the EEA Member States, be required to bear the costs of translating the Prospectus before the legal proceedings are initiated. The civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or if it does not provide, when read together with the other parts of the Prospectus, key information in order to assist investors when considering whether to invest in the Notes.
A.2	<i>Consent by the issuer or person responsible for drawing up the prospectus to the use of the prospectus for subsequent resale or final placement of securities by financial intermediaries.</i>	Not applicable.
Section B – Issuer		
B.1	<i>Legal and commercial name of the issuer.</i>	Company name is Nova Ljubljanska banka d.d., Ljubljana. Short company name is NLB d.d. The Company is using the company name and the short company name for all purposes.
B.2	<i>Domicile and legal form of the issuer, the legislation under which the issuer operates and its country of incorporation.</i>	The Company is organised in accordance with the Slovenian Companies Act (ZGD-1) as a public limited company and is registered with the Slovenian Business Register under the company registration number 5860571000. The Company's registered office is in Ljubljana, its business address is Trg

		republice 2, 1000 Ljubljana, Republic of Slovenia and its telephone number is +386 1 476 39 00.
B.4b	<i>A description of any known trends affecting the issuer and the industries in which it operates.</i>	<p>The operations, operating results and financial position of the NLB Group are affected by numerous factors, some of which influence also the results of the banking sector in general. The NLB believes that the key factors are the following:</p> <ul style="list-style-type: none"> • The revenues and financial results of the NLB Group depend on the general economic conditions in the Republic of Slovenia and South-Eastern Europe. • The profit of the NLB Group greatly depends on net interest income, which is affected mainly by the interest rate fluctuations in the euro area and in South-Eastern Europe. • The profit of the NLB Group is also affected by the operating restrictions set by the European Commission, some of which were withdrawn after the completion of the first phase of the Bank's privatisation, and fully by 31 December 2019. • The NLB Group is affected by an increased volume of regulations addressing financial institutions in the euro area and in South-Eastern Europe. • The NLB is faced with severe competition from other traditional banks and new financial technology companies. • The operations of the NLB Group are affected by the clients' increasing demand for online and mobile banking platforms.
B.5	<i>If the issuer is part of a group, a description of the group and the issuer's position within the group.</i>	<p>The NLB Group is a financial and banking institution based in the Republic of Slovenia with a network of 327 branch offices as at 31 December 2018, of which 94 operate in the Republic of Slovenia and 233 in the banking markets of the rest of South-Eastern Europe.</p> <p>The NLB is the parent company of the NLB Group, which comprises the NLB and its consolidated subsidiaries, associates and joint ventures. These companies perform various types of activities, including banking, asset management, insurance and other financial activities.</p>
B.9	<i>Where a profit forecast or estimate is made, state the figure.</i>	Not applicable. The Prospectus does not include a forecast or profit estimate by the Issuer.
B.10	<i>A description of the nature of any qualifications in the audit report on the historical financial information.</i>	Not applicable. The audit reports contain no qualifications on historical financial information.
B.12	<i>Selected historical key financial information regarding the issuer.</i>	<p>The NLB Group achieved profit for the fifth consecutive year in the amount of EUR 203.6 million in 2018 (2017: EUR 225.1 million). The strong result reflects business growth at a stable margin and the negative cost of risk. This result is based on the following key drivers:</p> <ul style="list-style-type: none"> • A strong positive performance in NLB with the year-end result of EUR 165.3 million. All NLB Group subsidiary banks in the SEE contributed an important part to the consolidated net profit of the NLB Group (37%, i.e. EUR 75.8 million).

		<ul style="list-style-type: none"> • ROE a.t. stood at 11.8%, whereas the RORAC a.t. (on a normalised capital requirement of 15.38% of RWA) was at 15.3%. • Non-recurring income from the sale of the subsidiary NLB Nov penziski fond, Skopje in the positive amount of EUR 12.2 million. • Continued loan growth in Strategic foreign markets (10% YtD) and in retail loan balances in Slovenia (6% YtD). • A very solid performance in the total net operating income based on higher net interest income and fee, and commission income. • Continued solid performance with a negative cost of risk, due to release of impairments and provisions. • NPL levels were reduced by 26%, thus the NPL ratio decreased to 6.9% (from 9.2% in 2017); the NPE ratio is already at 4.7%. • Liquid assets portfolio amounted to EUR 5,172 million (41% of total assets), while capital ratios for the NLB Group stood at 16.7%.
B.13	<i>A description of any recent events particular to the issuer which are to a material extent relevant to the evaluation of the issuer's solvency.</i>	The Issuer believes that there are no special events that would significantly affect the evaluation of the Issuer's payment ability or solvency.
B.14	<i>The issuer's dependence on other entities in the group.</i>	The NLB is the parent company of the NLB Group. The members of the NLB Group contribute a significant share to consolidated profit of the Group (in 2018, banking members contributed 37% or EUR 75.81 million).
B.15	<i>A description of the issuer's principal activities.</i>	<p>The NLB is the largest bank in Slovenia and a market leader in banking products and innovative solutions as well as the leading provider of asset management and life insurance.</p> <p>In addition to the NLB, the NLB Group comprises its consolidated subsidiaries, associates and joint ventures. These companies perform various types of activities, including banking, asset management, insurance and other financial activities.</p>

B.16.	<i>Ownership structure of the issuer.</i>	<p>The Issuer's major shareholders as at 31 December 2018:</p> <table border="1" data-bbox="775 271 1442 882"> <thead> <tr> <th>Shareholder</th> <th>Number of shares</th> <th>Percentage of shares</th> </tr> </thead> <tbody> <tr> <td>Bank of New York Mellon on behalf of GDR* Holders</td> <td>11,071,394</td> <td>55.36</td> </tr> <tr> <td>- of which Brandes Investment Partners, L.P.**</td> <td>1,342,035</td> <td>6.71</td> </tr> <tr> <td>- of which EBRD**</td> <td>1,250,000</td> <td>6.25</td> </tr> <tr> <td>Republic of Slovenia</td> <td>7,000,000</td> <td>35.00</td> </tr> <tr> <td>OTP banka d.d. - client account</td> <td>550,000</td> <td>2.75</td> </tr> <tr> <td>Addiko Bank d.d. - Pension Fund 1 – fiduciary account</td> <td>267,500</td> <td>1.34</td> </tr> <tr> <td>Other shareholders</td> <td>1,111,106</td> <td>5.55</td> </tr> <tr> <td>Total</td> <td>20,000,000</td> <td>100.00</td> </tr> </tbody> </table> <p>Notes:</p> <p>* The Bank of New York Mellon owns shares as depositary (GDR Depositary) on behalf of GDR Holders and is not the beneficial owner of the said shares.</p> <p>** The information on GDR ownership is based on self-declarations by individual GDR Holders as required pursuant to the applicable provisions of Slovenian law.</p>	Shareholder	Number of shares	Percentage of shares	Bank of New York Mellon on behalf of GDR* Holders	11,071,394	55.36	- of which Brandes Investment Partners, L.P.**	1,342,035	6.71	- of which EBRD**	1,250,000	6.25	Republic of Slovenia	7,000,000	35.00	OTP banka d.d. - client account	550,000	2.75	Addiko Bank d.d. - Pension Fund 1 – fiduciary account	267,500	1.34	Other shareholders	1,111,106	5.55	Total	20,000,000	100.00
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B.17	<i>Credit ratings assigned to the issuer or its debt securities at the request or with the cooperation of the issuer in the rating process.</i>	<p>International credit ratings of the Issuer:</p> <table border="1" data-bbox="775 1178 1422 1541"> <thead> <tr> <th>Credit rating agency</th> <th>Long-term credit risk assessment</th> <th>Future outlook</th> </tr> </thead> <tbody> <tr> <td>Fitch</td> <td>BB+</td> <td>Stable</td> </tr> <tr> <td>Standard & Poor's</td> <td>BB+</td> <td>Positive</td> </tr> <tr> <td>Moody's</td> <td>Baa2</td> <td>Positive</td> </tr> </tbody> </table> <p>Notes have no credit rating assigned by international credit rating agencies.</p>	Credit rating agency	Long-term credit risk assessment	Future outlook	Fitch	BB+	Stable	Standard & Poor's	BB+	Positive	Moody's	Baa2	Positive															
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Section C – Securities																													
C.1	<i>A description of the type and the class of the securities being offered and/or admitted to trading, including any security identification number.</i>	<p>The Notes are subordinated, registered, EUR-denominated, and issued in dematerialized form in accordance with the Dematerialised Securities Act (ZNVP-1), as entries in the Central register of securities maintained by KDD – Securities Clearing Corporation.</p> <p>Their ticker is NLB27.</p> <p>ISIN code of the Notes is SI0022103855.</p>																											

C.2	<i>Currency of the securities issue.</i>	The currency of the Notes is EUR.
C.5	<i>A description of any restrictions on the free transferability of the securities.</i>	Following the issue, the Notes are freely transferable in line with the provisions of the ZNVP-1 and other regulations, rules and guidelines regulating the operations of KDD or adopted by KDD. Title to the Notes will pass by registration in the Central Register.
C.8	<i>Description of the rights attached to the securities, including ranking and limitations to those rights.</i>	<p>The Notes are Tier 2 instruments referred to in Article 63. of the Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No. 648/2012 (hereinafter: CRR Regulation) and are subordinate to ordinary liabilities of the Issuer, so that in case of bankruptcy or liquidation of the Issuer, the claims arising from the Notes principal are repaid:</p> <ul style="list-style-type: none"> (a) after repayment in full of all unsubordinated claims against the Issuer as well as of all subordinated claims (if any) which are not those referred to in sub-paragraph (b) or (c) below; (b) with the same priority (<i>pari passu</i>) as, and proportionally with, the following claims against the Issuer: <ul style="list-style-type: none"> (i) claims arising under other instruments which qualify as Tier 2 instruments; (ii) any other subordinated claims which are expressed to have the same priority of repayment as the Tier 2 instruments; (c) in priority to the following claims against the Issuer: <ul style="list-style-type: none"> (i) claims arising under instruments which qualify as Common Equity Tier 1 capital instruments or Additional Tier 1 instruments; and (ii) other subordinated claims which, pursuant to their contractual terms, have the same priority of repayment as Common Equity Tier 1 capital instruments or Additional Tier 1 instruments. <p>In the event that any provision of the Notes or Terms and Conditions of the Notes is supplemented, amended or revoked, the Replacement Notes may be issued on the basis of such change, as defined in Condition 10 of Terms and Conditions of the Notes.</p> <p>The Issuer's obligations arising from the Notes as estimated by the Issuer meet the conditions for eligible qualified obligations laid down in the third paragraph of Article 45. of the Resolution and Compulsory Dissolution of Credit Institutions Act ("ZRPPB") and for eligible obligations under the sixteenth paragraph of Article 12. of Regulation (EU) no. 806/2014 ("SRM Regulation") and may be written down or converted if competent body applies the resolution measures to the Company as provided for in the ZRPPB or the SRM Regulation.</p>
C.9	<i>Description of the rights attached to the securities, including: - the nominal interest rate,</i>	The total nominal value of Notes issue is no more than EUR 75 million. The Notes shall be issued in the nominal value of EUR 100,000.00 each. The entire issue of the Notes contains no more than 750 denominations.

<p>- the date from which interest becomes payable and the due dates for interest,</p> <p>- where the rate is not fixed, description of the underlying instrument on which it is based,</p> <p>- maturity date and arrangements for the amortisation of the loan, including the repayment procedures,</p> <p>- an indication of yield,</p> <p>- representation of debt security holders’.</p>	<p>Potential investors may submit an offer to buy the Notes at the offering price expressed as a percentage of the nominal Note value, in the range between 99.10% and 100.00% of the nominal Note value.</p> <p>The Notes would be entered into the Investors' Trading Accounts presumably on 6 May 2019 or no later than within a few days after the payment of the Notes.</p> <p>Each Note grants the Noteholder the right to receive the principal of the Notes, which equals the nominal amount, and interest.</p> <p>The Notes principal shall be payable in one amount on the maturity date of the Notes, which is 6 May 2029 or earlier, if the Issuer exercises the early redemption option of the Notes.</p> <p>Provided that it obtains a permission of the competent authority referred to in Article 77. of the CRR Regulation for conducting redemption, repurchase, repayment or payment of the Notes, the Issuer may, at its sole discretion and after prior irrevocable notice to Noteholders at least 30 days but no more than 60 days in advance, pay the principal of all the Notes (but not only some), together with the interest calculated until the date of redemption, in the following cases:</p> <p>(a) if the Issuer fails to obtain the approval of the European Central Bank for inclusion of the amount received by the Issuer as the paid-up amount or proceeds of the initial sale of the Notes (the Paid-Up Amount) in the calculation of its Tier 2 capital on or before 6 August 2019;</p> <p>(b) if the Notes are redeemed on the Fifth Anniversary; or</p> <p>(c) if, as a result of any change in, or amendment to, the laws or regulations or any change in the application or official interpretation of such laws or regulations which becomes effective after the Issue Date, there is a change in the tax treatment of the Notes due to which:</p> <p>(i) the Issuer becomes (or it becomes certain that on the next Interest Payment Date the Issuer will become) required to pay additional amounts as provided or referred to in Condition 6; or</p> <p>(ii) the Issuer ceases to be (or it becomes certain that on the next Interest Payment Date the Issuer will cease to be) entitled to treat the interest on the Notes as a tax deductible expense, either entirely or in a material part; or</p> <p>(iii) for other reasons the tax treatment of the Notes becomes more burdensome for the Issuer than on the Issue Date; or</p> <p>(d) if, due to a change in the conditions for inclusion of the Notes in the Tier 2 capital of the Issuer on individual and consolidated level, it becomes likely that the Paid-Up Amount, in whole or in part, will no longer qualify as Tier 2 capital of the Issuer on individual and consolidated level or will be re-classified as a lower quality form of capital.</p>
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		<p>Interest on the Notes principal shall accrue from the date of the issue of the Notes until the final repayment of the Notes principal at annual Interest Rate, which amounts to:</p> <p>(i) before the Fifth Anniversary (however excluding the Fifth Anniversary), 4.2%;</p> <p>(ii) from and including the Fifth Anniversary, the sum of Reference Interest Rate, applicable on Interest Rate Determination Date, and Margin.</p> <p>Interest shall be paid in arrears on each anniversary of the issue date. If interest is calculated for a period shorter than one year, it is calculated based on the actual number of days in the interest-accruing period and the actual number of days in the year. The amount of interest payable to each Noteholder shall be rounded to two decimal places.</p> <p>Interest shall no longer be accrued on Notes as of the date of their maturity. If the payment of the Notes principal is unreasonably held back or refused, a beneficiary of such payment shall be entitled to the payment of interest at the Interest Rate stated hereunder until the earlier of the following days: (a) the day all due amounts arising from such Note are paid to the beneficiary or another person for the beneficiary's account and (b) the day which is five business days after the day on which the Issuer informs the beneficiaries that the payment of all due amounts arising from the principal and interest to each beneficiary would be made (unless the Issuer later again defaults on its payment obligations).</p> <p>In relation to the Issuer, no organisation represents the Noteholders.</p>
C.21	<i>Indication of the market where the securities will be traded and for which prospectus has been published.</i>	Principal market of the Ljubljana Stock Exchange, bond segment.
Section D – Risks		
D.1	<i>Key information on key risks that are specific to the issuer or its industry.</i>	<ul style="list-style-type: none"> • The NLB Group is subject to risks arising from the global macroeconomic environment. • The NLB Group is subject to risks arising from the macroeconomic and political environment in the Republic of Slovenia. • The NLB Group is subject to risks arising from the macroeconomic and political environment in South-Eastern Europe. • The consequences of the UK's exit from the European Union can have a negative impact on global economic conditions, financial markets and our operations, which could have an adverse effect on the NLB Group's operations, financial position and operating results. • Abandonment of the euro or the abolishment of the European Monetary Union could have a significant negative impact on the operations of the NLB Group, its financial position and the operating result. • The NLB Group is exposed to credit risk and in the past experienced a significant increase in the volume of NPLs. As a result, in the past period, expenses for provisions and

		<p>impairments considerably increased, which had a very negative impact on the operations, financial position and operating results of the NLB Group.</p> <ul style="list-style-type: none"> • The NLB Group is exposed to risks related to market factors that affect the value of collateral and the realisation of such collateral. • Most of the NLB Group's loans are secured by real estate interest and are therefore exposed to a decline in prices on real estate markets where it operates, in addition to other unfavourable factors in South-Eastern Europe, which affect the volatility of the local real estate market. • Delays or incomplete implementation of the process of disinvestment of non-core assets could have a negative impact on the financial performance of the NLB Group. • Delays in achieving or failure to achieve objectives laid down in the Non-Performing Exposure/Receivable Management Strategy could adversely affect the financial performance of the NLB Group. • The NLB Group has a significant concentration on the side of loans and deposits, both from the geographical point of view and in terms of client segments. This concentration, together with the concentration of its investment portfolio, exposes the NLB Group to an increased level of risk. • If the NLB Group and/or the Republic of Slovenia fail to comply with the new commitments of the EC, this may have a negative impact on the NLB Group. • If the Republic of Slovenia did not reduce its stake in the NLB in accordance with the new commitments, this could have a negative impact on the NLB Group. • In August 2016, the NLB Group adopted a new strategy the implementation of which could be compromised by several factors. • The NLB Group is exposed to risks in connection with potential future purchases or sales of assets. • The NLB Group is exposed to the risk due to the possibility that the liquidity and sources of funding that it currently uses may not always be readily available. • The cost of borrowing, the access to capital markets, the reputation and competitive position of the NLB are highly dependent on its credit ratings and the credit rating of the Republic of Slovenia. • The NLB Group is exposed to the risks associated with the volatility of global liquidity on the financial markets as a result of the monetary policies of central banks. • Interest rate fluctuations can adversely affect the results of the NLB Group. • The NLB Group is exposed to risks in connection with the exchange rate fluctuations. • In the future, the NLB will need to increase capital for a variety of reasons, including due to changes in regulatory requirements, and may have significant difficulties in providing such additional capital, whereas other banking members of the Group are subject to capital requirements in line with their local legislation and if one or more of these banks fails to maintain an adequate level of capital, this could have a significant adverse effect on the NLB Group. • Fierce competition can have a negative impact on the NLB Group.
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		<ul style="list-style-type: none"> • The NLB Group may be exposed to losses if it is subsequently established that the key accounting judgements or estimates were incorrect or inaccurate. • The NLB Group depends on the strength of its reputation. • Further success of the NLB Group depends on its keeping the key members of the senior management and its ability to employ, train and motivate qualified personnel. • The operations and financial results of the NLB Group can be changed as a result of the NLB becoming a company that is not in majority ownership of the Republic of Slovenia. • The NLB will have an important Shareholder, who will be able to exert a strong influence on business decisions. • The NLB Group faces the risks related to its mutual funds operations. • The NLB Group is exposed to operational risk, including IT risks, which are not necessarily fully covered by insurance. • NLB Group faces the risks associated with life insurance business. • The NLB Group is exposed to the risks of money laundering and terrorist financing since third parties could exploit the NLB Group as a means of carrying out illegal or terrorist activities without the knowledge of the NLB Group, which could have significant negative impacts on the NLB Group. • The NLB Group is exposed to the risks of external or internal fraud. • The NLB Group is faced with interest, liquidity, currency, credit, market, investment and operational risks, which could have a negative impact on the NLB Group if the risk management policies were not appropriate. • The NLB Group's information systems could fail or their security might be compromised. • An unfavourable outcome of pending litigation might have a negative impact on the NLB and the Group. • Litigation in Croatia may have a negative impact on the NLB. • If it is found that the NLB is responsible for claims related to bail-in, this may cause a significant financial burden. • Catastrophic or unforeseen events, such as wars, terrorist acts, earthquakes, floods, other natural disasters, pandemics and other geopolitical events can have significant negative impacts on the NLB Group. • The NLB Group is dependent on its network of branch offices in key locations. • The NLB Group's insurance policies and premiums, the amount of which is based on own risk assessment, may not be sufficient to cover all potential losses in the future. • Delayed or incomplete digitalisation processes, including switching to interaction with clients without branch offices, could have a strong impact on business results in the coming years and could have a negative impact on the development of the NLB Group's business strategy. • The NLB Group is subject to changes in the regulatory framework in which it operates, and any such changes can have a significant negative impact on the NLB or the NLB Group. • The NLB Group could be unsuccessful in managing various regulatory requirements that apply to it, including
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		<p>in relation to capital and liquidity requirements, stress tests and other requirements being enforced.</p> <ul style="list-style-type: none"> • The NLB Group is exposed to risks arising from large exposures to the NLB Group companies. • Regulatory and compliance requirements can expose the NLB Group to additional legal risks. • The NLB Group can be negatively affected by the initiatives of Slovenian and/or European banking reforms. • The NLB Group is subject to the recently established rules on markets in financial instruments. • The NLB Group is subject to the recently established rules on deposit guarantee schemes. • The NLB Group is subject to regulatory changes in connection with payment services. • The NLB Group is subject to regulatory novelties related to the EMIR. • The NLB Group is exposed to risks in relation to tax regulations. • The NLB Group is exposed to risks connected with the transferred tax loss. • The NLB Group is subject to regulatory novelties related to brokers involved in the promotion, sale and custody of certain insurance products. • The NLB Group has to comply with data protection and privacy laws and could become a target of cybercrime. • The NLB Group is exposed to changes in labour legislation. • The NLB Group has introduced systems and mechanisms for ensuring compliance with regulations and internal procedures throughout the NLB Group, and their failure could affect the compliance of the NLB or other members of the NLB Group with local and EU regulations as well as the ability of the NLB or other members of the NLB Group to properly evaluate regulatory changes and prepare for them in due time. • Non-compliance with certain EU rules and national rules may result in financial sanctions for the NLB Group and its management team. • The NLB Group is subject to regular inspections by the ECB and there is a risk that it will be subject to sanctions in the event of a deficiency. • If it were not prepared properly and in due time for the upcoming regulatory changes, this could result in additional costs, inefficiency and business restrictions or setbacks as well as further non-compliance.
D.2	<i>Key information on key risks that are specific to the issuer.</i>	The key risks are the same as under D.1.
D.3	<i>Key information on key risks that are specific to the securities.</i>	<ul style="list-style-type: none"> • Risk of default. • Liquidity risk. • The risk of change in the sales price on the regulated market. • Currency risk and exchange control. • Noteholders do not have the option to demand early payment of obligations arising from the Notes. • The Issuer <i>has the option of early payment or call of the Notes.</i> • The risk of reinvesting the principal and coupons of the Note.

		<ul style="list-style-type: none"> • The risk of the change in the yield arising from the Notes in case the Issuer fails to early call them after 5 years of the Notes Issue Date. • The Terms and Conditions of the Notes can be changed without the Noteholder's consent. • The risk that the Notes would be used for covering losses in the event of the Issuer resolution. • The risk associated with the subordination of the Notes in the event of liquidation or bankruptcy of the Issuer. • The risk associated with exclusion of set-off. • The risk associated with withholding tax. • The risk of future regulatory changes.
Section E – Offer		
E.2b	<i>Reasons for the offer and the use of proceeds.</i>	The purpose of the Notes issue is to optimise the Issuer's capital structure on individual and consolidated level.
E.3	<i>Terms and conditions of the offer.</i>	<p>The offering is open to institutional investors who are invited by the Issuer to subscribe and pay the Notes, provided they are independent from the Republic of Slovenia.</p> <p>Notes shall be subscribed in the period from 15 April 2019 to including 26 April 2019 before 12:00 (noon) Slovenian local time.</p> <p>The invited investor shall subscribe the Notes by submitting a Binding Offer indicating the desired amount of the purchase of Notes (without restrictions) and the price at which it is willing to buy the Notes (the price must be within the Offering Price Range, which is between 99.10% and 100.00% of the nominal value of the Note). The Subscriber may submit up to five offers at different offering prices on the Binding Offer form. The Subscriber who submits a Binding Offer cannot withdraw from subscription.</p> <p>Upon completion of the offer, the Issuer shall, on the basis of accepted Binding Offers, set the Final Offering Price of the Notes, and the total nominal value of the issue. The Issuer shall inform each Subscriber of the allotment, partial allotment or non-allotment of the Notes by no later than 29 April 2019 as well as publish the Final Offering Price, which will be the same for all allotted Notes, and the final number of allotted Notes at the Issuer's website and on SEOnet, whereas the RNS London Stock Exchange website will include a link to the publication on the Issuer's website.</p> <p>The Subscribers will be obliged to pay the allotted Notes on 6 May 2019 before 12:00.</p> <p>The Notes would be entered into the Investors' Trading Accounts presumably on 6 May 2019 or no later than within a few days after the payment of the Notes.</p>
E.4	<i>A description of any interest that is material to the issue/offer including conflicting interests.</i>	Not applicable. The Issuer did not conclude an agreement on the purchase of the Notes with any entity on the basis of firm commitment or based on best efforts. The Issuer has no knowledge of the existence of natural persons or legal entities participating in the Notes issue/offer who could have

		any interest, including the conflicting interest, which would be relevant for the Notes issue/offer.
E.7	<i>Estimated expenses charged to the investor by the issuer or the offeror.</i>	Not applicable. The Issuer shall not charge the Investors any fee, commission or cost related to the offer.

PERSONS RESPONSIBLE

Nova Ljubljanska banka d.d., Ljubljana with the headquarters at Trg republike 2, 1520 Ljubljana, accept responsibility for the information contained in this Summary. To the best of Nova Ljubljanska banka d.d., Ljubljana knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Summary is in accordance with the facts and does not omit anything likely to affect the import of such information.

On behalf of **NOVA LJUBLJANSKA BANKA D.D., LJUBLJANA**

Blaž Brodnjak, President of the Management Board

Andreas Burkhardt, Member of the Management Board

Archibald Kremser, Member of the Management Board

László Pelle, Member of the Management Board