



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

SUPPLEMENT TO THE PROSPECTUS

This document ("**Supplement**") has been prepared in accordance with Article 103 of the Market in Financial Instruments Act ("**ZTFI-1**") and amends and supplements the Divided Prospectus for the public offering of the Notes of Nova Ljubljanska banka d.d., Ljubljana, ("**NLB**", "**Company**" or "**Issuer**"), with the ticker NLB27 and ISIN Code SI0022103855 ("**Notes**") and their admission to trading on the regulated market ("**Prospectus**"), consisting of the Issuer's registration document approved by the Securities Market Agency ("**SMA**") by decision no. 40200-3/2018-12 dated 3 October 2018 ("**Document**"), and a description of the Notes ("**Description**") and a summary of the Prospectus ("**Summary**") both approved by the SMA by decision no. 40200-1/2019-8 dated 10 April 2019.

This Supplement is a constituent part of the Prospectus and should be read as a whole with the other parts of the Prospectus. The terms defined in the Prospectus or the Summary shall have the same meaning in this Supplement to the Prospectus.

The Supplement is published on the Issuer's website (<http://www.nlb.si>), on the SEOnet (<http://seonet.ljse.si>), while the RNS information system of the London Stock Exchange (<https://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>) contains a link to the publication on the Issuer's website. The Issuer regularly communicates to the public any material business events via its website, the SEOnet and the RNS information system of the London Stock Exchange.

An investor who purchased or subscribed the Notes prior to the publication of the Supplement has the right to withdraw from the offer or the sales agreement concluded on the basis of subscription or acceptance of the offer, if a new material factor, major irregularity or incompleteness regarding the information presented in the Prospectus occurred prior to the conclusion of the public offering and allotment of the Notes. The Investor may exercise this right within two business days following the publication of the Supplement.

The Supplement is dated April 2019.

1. REASONS FOR PUBLISHING THE SUPPLEMENT TO THE PROSPECTUS

The Issuer published this Supplement as a result of amendments to the Terms and Conditions of the Notes to ensure that the Notes would unambiguously meet the criteria for inclusion into the Issuer's Tier 2 capital on individual and consolidated level, pursuant to Article 63 of the CRR Regulation. Therefore, the Condition 2.2 of the Notes shall be amended so that, in the event of bankruptcy or liquidation of the Issuer, the claim on interest of the Notes will rank equally with the claim on the principal amount of the Notes. The reason for the amendment of the Terms and Conditions of the Notes is lowering the risk of the ECB failing to approve the Paid-up amount into the calculation of the Issuer's Tier 2 capital on individual and consolidated level. As a result of the amendment of the Terms and Conditions of the Notes, the items 1.1.11 and 2.9 of the Description and the item C.8 of the Summary are changed accordingly.

2. SUPPLEMENT TO THE SUMMARY

Item **C.8** of the Summary (Description of the rights attached to the securities, including ranking and limitations to those rights) shall have the introductory sentence changed to read as follows:

"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 and interest are repaid."

3. SUPPLEMENT TO THE DESCRIPTION

The Description shall be amended and supplemented to read as follows:

- Section **1. – Risk factors**, Item 1.1.11 – *The risk associated with the subordination of the Notes in the event of liquidation or bankruptcy of the Issuer*, shall have the first sentence in the second paragraph changed to read as follows:

"In the event of bankruptcy or liquidation of the Issuer, the claims of the Noteholders for the payment of the principal of the Notes are subordinated to all non-subordinated claims towards the Issuer and potential subordinated claims specifically defined as having priority over the claims arising from the principal and interest of the Notes."

- Section **2. – Information on Notes**, Item 2.9 – *Classification of Notes*, shall have the introductory sentence in the paragraph entitled Order of claim repayment in the event of bankruptcy or liquidation changed to read as follows:

"In the event of bankruptcy or liquidation of the Issuer, the claims arising from the principal and interest amount of the Notes are repaid."

- Attachment 1. – Terms and Conditions of the Notes, Condition 2.2, shall have the introductory sentence changed to read as follows:

"In the event of bankruptcy or liquidation of the Issuer, any claim on the principal and interest amount of the Notes will be repaid."

4. 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 Supplement. 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 the Prospectus as amended and supplemented by this Supplement is in accordance with the facts and no information has been omitted that could impact the significance of the Prospectus.

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