

## **PROHIBITION OF SALES TO EEA RETAIL INVESTORS**

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of the Directive (EU) 2014/65, as amended ("**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended (the "**IDD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

## **PROHIBITION OF SALES TO UK RETAIL INVESTORS**

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**") (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation EU No 2017/565 as it forms part of UK domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA.

## **MIFID II PRODUCT GOVERNANCE / ELIGIBLE COUNTERPARTIES AND PROFESSIONAL INVESTORS ONLY TARGET MARKET**

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Dated 27 May 2024

**Final Terms**

**Nova Ljubljanska banka d.d., Ljubljana**  
Legal Entity Identifier (LEI): 5493001BABFV7P27OW30

Issue of

**EUR 500,000,000 Callable Senior Preferred Fixed to Fixed Resettable Notes due 2030**

(the "Notes")

issued pursuant to the

**EUR 2,500,000,000 EMTN Programme**

of

**Nova Ljubljanska banka d.d., Ljubljana**

Issue Price: 99.759 per cent.

Issue Date: 29 May 2024

Series No.: 3

Tranche No.: 1

## IMPORTANT NOTICE

These Final Terms have been prepared for the purpose of Article 8(5) of the Regulation (EU) 2017/1129, as amended, and must be read in conjunction with the base prospectus of Nova Ljubljanska banka d.d., Ljubljana (the "**Issuer**") dated 17 May 2024 (the "**Prospectus**") pertaining to the EUR 2,500,000,000 Euro Medium Term Note Programme of the Issuer (the "**Programme**"). The Prospectus and any supplements thereto are available for viewing in electronic form on the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)) and on the Issuer's website ([www.nlb.si](http://www.nlb.si)) and copies may be obtained free of charge from Nova Ljubljanska banka d.d., Ljubljana, Trg republike 2, 1000 Ljubljana, Republic of Slovenia. Full information on the Issuer and the Notes is only available on the basis of the combination of the Prospectus, any supplements thereto and these Final Terms.

## **PART A – TERMS AND CONDITIONS OF THE NOTES**

This Part A of the Final Terms shall be read in conjunction with the set of Terms and Conditions of the Notes that applies to Euro-denominated Notes with a fixed to fixed resettable interest rate (the "**Terms and Conditions**") and that is set forth in the Prospectus as Option II. Capitalised terms not otherwise defined in these Final Terms shall have the meanings specified in the Terms and Conditions of the Notes when used in these Final Terms.

All references in this Part A. of the Final Terms to sections and paragraphs are to sections and paragraphs of the Terms and Conditions of the Notes.

The blanks in the provisions of the Terms and Conditions of the Notes, which are applicable to the Notes shall be deemed to be completed by the information contained in these Final Terms as if such information were inserted in the blanks of such provisions. All provisions in the Terms and Conditions of the Notes corresponding to items in these Final Terms which are either not selected or completed or which are deleted shall be deemed to be deleted from the Terms and Conditions of the Notes applicable to the Notes.

### **CURRENCY, DENOMINATION, FORM, CERTAIN DEFINITIONS (§ 1)**

#### **Currency and Denomination**

Specified Currency	Euro (" <b>EUR</b> ")
Aggregate Principal Amount	EUR 500,000,000
Aggregate Principal Amount in words	Euro five hundred million
Specified Denomination	EUR 100,000

#### **Clearing System(s)**

- Clearstream Banking S.A. ("**CBL**") and Euroclear Bank SA/NV ("**Euroclear**")
  - New Global Note
  - Classical Global Note
- other Clearing System(s)

#### **Certain Definitions**

##### Business Day

- Specified Currency is Euro
- Specified Currency is not Euro
  - Relevant Financial Centre(s)
  - T2 Business Day

### **STATUS (§ 2)**

- Preferred Senior Notes
- Non-Preferred Senior Notes
- Subordinated Notes

### INTEREST (§ 3)

**Fixed Rate Notes (Option I)**

**Euro-denominated Fixed to Fixed Resettable Notes (Option II)**

Interest Commencement Date	29 May 2024
Regular interest payments	annually
Interest Payment Date(s)	29 May in each year
First Interest Payment Date	29 May 2025
First Rate of Interest	4.500 per cent. <i>per annum</i>
<input type="checkbox"/> Short or long first Interest Period	
<input type="checkbox"/> Broken Interest Amount	
Day Count Fraction	
Actual/Actual (ICMA)	
Determination Date(s)	29 May in each year
Reset Date	
First Reset Date	29 May 2029
Reset Determination Date	second T2 Business Day prior to the relevant Reset Date
Margin	
<input checked="" type="checkbox"/> plus	1.650 per cent. <i>per annum</i>
<input type="checkbox"/> minus	
Reference Rate	
Original Benchmark Rate	Euro Mid Swap rate means the arithmetic mean of the bid and offered rates for the annual fixed rate leg of a fixed-for-floating interest rate swap transaction in Euro which (x) has a term of one (1) year and (y) has a floating leg based on the 6-month EURIBOR rate.
Screen page	Reuters screen "ICESWAP2" under the heading "EURIBOR BASIS" and the caption "11:00 AM Frankfurt time" (as such headings and captions may appear from time to time).
Fallback Rate applicable to the Reset Period for purposes of the definition of the term "Fallback Rate" in § 3(3)(d)(vi)	2.905 per cent. <i>per annum</i>

**USD-denominated Fixed to Fixed Resetable Notes (Option III)**

**PAYMENTS (§ 4)**

Business Day Convention

Following Business Day Convention (unadjusted)

Other business day convention

**REDEMPTION (§ 5)**

**Redemption at Maturity**

Maturity Date 29 May 2030

**Early Redemption at the Option of the Issuer** yes

Optional Redemption Date 29 May 2029

**Early Redemption for Reasons of Non-Approval (§ 5(5)(b))** no

**Early Redemption for Minimal Outstanding Aggregate Principal Amount** yes

Minimal Outstanding Aggregate Principal Amount 20 per cent. or less of the aggregate principal amount

**FISCAL AGENT AND PAYING AGENT(S) AND CALCULATION AGENT (§ 6)**

Calculation Agent **Citibank Europe plc**  
1 North Wall Quay  
Dublin 1  
Ireland

## PART B – OTHER INFORMATION

### ESSENTIAL INFORMATION

#### Interests of Natural and Legal Persons Involved in the Issue or the Offering

Save for the fees payable to the Managers and the Issuer have entered into with regard to the Notes, so far as the Issuer is aware, no person involved in the issue or offering of the Notes has an interest material to the issue or the offering.

Other Interests, including conflicts of interest

**Use of Proceeds** The net proceeds from the Notes will be applied by the Issuer for general corporate purposes.

**Estimated net amount of the proceeds** EUR 498,795,000

#### INFORMATION CONCERNING THE SECURITIES TO BE OFFERED OR ADMITTED TO TRADING

**Total amount of securities being admitted to trading** 5,000

#### Securities Codes

ISIN XS2825558328

Common Code 282555832

Any Other Security Code

New Global Note: yes

Intended to be held in a manner which would allow Eurosystem eligibility: yes

Note that the designation "Yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

**Issue Yield to the Reset Date** 4.555 per cent. *per annum* until the Reset Date (in case there is no early redemption).

**Resolutions, authorisations and approvals by virtue of which the Notes will be created and/or issued** The issue of the Notes was authorised by a resolution of the management board of the Issuer on 14 May 2024, a related confirmation by a member of the management board on 22 May 2024 and by the supervisory

board of the Issuer on  
9 November 2023.

## **PLACING AND UNDERWRITING**

### **Method of Distribution**

- Non-Syndicated  
 Syndicated

### **Details with regard to the Managers (including the type of commitment)**

- Managers

**BNP Paribas**  
16, boulevard des Italiens  
75009 Paris  
France

**BofA Securities Europe SA**  
51 rue La Boétie  
75008 Paris  
France

**Morgan Stanley Europe SE**  
Grosse Gallusstrasse 18  
60312 Frankfurt am Main  
Germany

**Nova Ljubljanska banka d.d.,  
Ljubljana**  
Trg republike 2  
1000 Ljubljana  
Republic of Slovenia

**UniCredit Bank GmbH**  
Arabellastrasse 12  
81925 München  
Germany

- Firm Commitment  
 Without Firm Commitment

Stabilisation Manager

BNP Paribas

## **LISTING, ADMISSION TO TRADING AND DEALING ARRANGEMENTS**

**Listing** **yes**

- Luxembourg Stock Exchange – regulated market  
 Other Stock Exchange (regulated market, or other third  
country market, SME Growth Market or MTF)

**Date of Admission**

**29 May 2024**

**Estimate of the total expenses related to the admission to trading** **EUR 4,100**



## ADDITIONAL INFORMATION

### Rating

As at the date of these Final Terms the Notes have been rated as follows:

S&P Global Ratings Europe Limited ("**S&P**"): BBB<sup>1</sup>

S&P is established in the European Union and is registered pursuant to Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "**CRA Regulation**"). The European Securities and Markets Authority (ESMA) publishes on its website (<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

### Selling Restrictions

Additional Selling Restrictions	Not applicable
<input checked="" type="checkbox"/> Prohibition of Sales to EEA Retail Investors:	Applicable
<input checked="" type="checkbox"/> Prohibition of Sales to UK Retail Investors:	Applicable

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<sup>1</sup> According to the definition published by S&P on its homepage BBB means "An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation." The ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.

Signed on behalf of the Issuer

By:

Duly authorised

By:

Duly authorised