

Notification Concerning the Public Offering of Shares of Nova Ljubljanska banka d.d., Ljubljana (Advertisement)

1. Issuer

Nova Ljubljanska banka d.d., Ljubljana, Trg Republike 2, 1520 Ljubljana (abbreviated firm: NLB d.d.; hereinafter: NLB, the Bank or the Issuer).

The Issuer is entered in the Court Register of the District Court of Ljubljana under reg. no.: 1/25578/00.

Date of the entry of the foundation of the company in the Register: the Issuer was entered in the Court Register on 27 July 2004.

Legal form of operation: public limited company.

The legislation applying to it: the Issuer operates in line with the Slovenian legislation.

2. Securities

The subject of the public offering of securities is 898,204 ordinary, freely transferable, registered, no-par value shares, issued in dematerialised form, coded NLB and with the ISIN code SI0021103526. The shares will constitute the same class with the shares already issued by the Issuer.

The selling price of one share is EUR 334.00, and the total issue value of shares is EUR 300,000,136.00.

After the registration of the share capital increase in the Court Register, the existing share capital of the Issuer which now totals EUR 66,831,480.56 and is divided into 8,007,748 ordinary, freely transferable, registered, no-par value shares shall increase by EUR 7,496,277.75 to a total of EUR 74,327,758.31, and shall be divided into 8,905,952 ordinary, freely transferable, registered, no-par value shares.

Currently, the Issuer does not envisage the NLB shares to be traded on the organised market.

3. Terms and conditions, and the duration of the offer

The Prospectus for the public offering of shares of Nova Ljubljanska banka d.d., Ljubljana (hereinafter: the Prospectus) will be published on 16 April 2008 in the SEOnet information system (seonet.ljse.si) and on the Issuer's website (www.nlb.si).

Shares shall be sold in three tranches.

First tranche of the offering

The first tranche of the offering shall start on the first working day following the publication of the Prospectus and shall last for 14 calendar days, namely from 17 April 2008 until 1 p.m. on 30 April 2008.

In the first tranche of the offering, the shares shall be offered to the Issuer's shareholders who are on the day the Securities Market Agency issues a decision approving the Prospectus (record date) entered in the Share Register and who have the pre-emptive right to subscribe new shares in proportion to their stakes in the Issuer share capital. The number of new shares to which the existing shareholders are entitled according to the above shall be calculated based on the ratio between the number of new shares and the number of existing shares of the Issuer (ratio of 0.11217), taking into account the number of the existing shares held by each individual eligible shareholder.

For the shareholders that do not have the appropriate number of existing shares to be able to subscribe a whole number of new shares, the calculation shall be made by rounding up the number of new shares if the holder has x.449 or more of a share or by rounding down the number of new shares if the holder has less than x.449 of a share. According to such rule of calculation, all existing shareholders holding at least 5 shares as at the record date shall be entitled to new shares.

The Issuer shall inform every shareholder who is as at the record date entered in the Issuer's Share Register about the issue procedure and the number of newly issued shares that such a shareholder is entitled to subscribe.

Within 4 working days of the closing of the first tranche of the offering the Issuer shall publish the results of the first tranche of the offering in the SEOnet system, the 'Delo' newspaper and on its website, along with a potential invitation to potential investors to subscribe and pay in shares in a potential second tranche of the offering.

Second tranche of the offering

The remaining shares, which have not been subscribed and paid-in in the first tranche of the offering by the existing shareholders, shall be offered to the public in the second tranche. The potential second tranche of the offering shall open on the fifth working day following the close of the first tranche, namely on 9 May 2008. In the second tranche each investor shall subscribe and pay in no more than the limited number of shares, which depends on whether the number of remaining shares which have not been subscribed and paid in by the existing shareholders in the first tranche (shares available for the second tranche of the offering) equals or exceeds 100,000 shares or is lower than 100,000 shares.

Narrow share offering

If the number of shares available for the second tranche of the offering is below 100,000 (hereinafter: narrow share offering), the second tranche shall last for no more than 15 working days, namely from 9 May 2008 to no later than 1 p.m. on 29 May 2008, or shall be completed prior to that date, if all shares are subscribed and paid by that date.

In a narrow share offering every investor may subscribe and pay in:

- no more than 40 shares (in the amount of EUR 13,360 maximum), if 50,000 or more shares are available for the second tranche (but less than 100,000);
 - no more than 20 shares (in the amount of EUR 6,680 maximum), if less than 50,000 shares are available for the second tranche.
- In a narrow share offering the shares shall be allocated to subscribers in the order these shares were subscribed and paid in, where a subscriber who is allocated shares the last is allocated the number of shares possible according to the rules applying to a narrow share offering.

Broad share offering

If the number of shares available for the second tranche of the offering is 100,000 or more (hereinafter: broad share offering), the second tranche shall last for full 15 working days, namely from 9 May 2008 to 1 p.m. on 29 May 2008.

In a broad share offering each investor may subscribe and pay in up to 250 shares (in the amount of EUR 83,500 maximum).

In the case of oversubscription and overpayment of shares in a broad share offering of the second tranche of the offering, given the number of shares available for this tranche, the investors who subscribe and pay in shares in the second tranche of the offering shall be first allocated the guaranteed shares according to the following criteria¹:

- if the number of investors in the second tranche exceeds or equals 9/10 of the number of shares available, the investors shall not be allocated guaranteed shares;
 - if the number of investors in the second tranche is higher or equals the number of shares available for the second tranche of the offering divided by 2.2 and lower than 9/10 of the number of shares available, each investor shall be allocated 1 (one) share;
 - if the number of investors in the second tranche is higher or equals the number of shares available for the second tranche of the offering divided by 4.4 and lower than the number of shares available divided by 2.2, each investor shall be allocated 2 (two) shares;
 - if the number of investors in the second tranche is lower than the number of shares available divided by 4.4, each investor shall be allocated 3 (three) shares.
- If guaranteed shares have been allocated as specified in the previous paragraph, an investor who subscribed and paid in shares in the second tranche of the offering shall be allocated shares proportionately to the number of shares subscribed and paid in by an individual investor (reduced by any guaranteed shares and allocated to an individual investor), taking into account the total number of shares subscribed and paid in by all investors in the second tranche of the offering (reduced by any guaranteed shares and allocated to all investors).

Within 7 working days of the close of the second tranche of the offering the Issuer shall publish the results of the second tranche of the offering in the SEOnet system, the 'Delo' newspaper and on its website, along with a potential invitation to potential investors to subscribe and pay in shares in a potential third tranche of the offering.

Third tranche of the offering

The remaining shares available which have not been subscribed and paid in by the public (shares available for the third tranche of the offering), shall be offered in the third tranche of the offering solely to qualified investors referred to in Article 44, Point 1 of the Market in Financial Instruments Act (ZTFI)².

A potential third tranche of the offering shall start on the eighth working day following the completion of the second tranche, namely on 10 June 2008, and shall last for 5 working days, namely until 1 p.m. on 16 June 2008.

In the case of oversubscription and overpayment of shares in the third tranche of the offering, given the number of shares available for the third tranche of the offering, shares shall be allocated to the investor who subscribes and pays in shares in the third tranche of the offering in proportion (pro rata) to the number of shares subscribed and paid in by an individual investor, taking into account the total number of shares subscribed and paid in by all investors in the third tranche of the offering.

Within 4 working days of the close of the third tranche of the offering the Issuer shall publish the results of the third tranche of the offering in the SEOnet system, the 'Delo' newspaper and on its website.

Other conditions applying to share sale

In the case of oversubscription and overpayment of shares in the broad share offering of the second tranche and in the case of over subscription and overpayment of shares in the third tranche of the offering the Issuer shall inform all investors about the number of allocated shares in writing.

Each investor may subscribe and pay in shares in a tranche of the offering only once (by filling in and signing one subscription form and by making a one-off payment for all subscribed shares in a tranche of the offering), in which case the total number of shares subscribed and paid in must not exceed the maximum number of shares in a tranche of the offering, as defined in this item.

If it is impossible, according to the calculation of the number of allocated shares within the broad share offering of the second tranche and the calculation of the number of shares allocated in the third tranche of the offering, to distribute all shares available or if there is an insufficient number of shares available, the Issuer reserves the right to apply such rounding as will enable the distribution of all shares available within an individual tranche of the offering. In spite of applying the rounding referred to in the previous sentence, it is still not possible to distribute all available shares, the Issuer reserves the right to allocate shares according to the order of their subscription and payment.

Due to a potential oversubscription and overpayment of shares exceeding the number of shares available to the subscribers through the public offering, there is a risk of a subscriber and payer of shares not becoming the owner of the full number of shares paid in.

A public offering is deemed successful, if all shares are subscribed and paid in by the deadlines defined in the Prospectus and set by law.

The Issuer shall publish the results of the offering in the SEOnet system, the 'Delo' newspaper and on its website within 4 working days of the close of the first tranche of the offering, within 7 working days of the close of a potential second tranche of the offering and within 4 working days of the close of a potential third tranche of the offering.

If the number of shares subscribed and paid in is higher than the number of shares available, then the number of shares to which the investors are entitled shall be reduced as defined in this item. Overpayments shall be reimbursed by the Issuer to the subscribers without interest no later than by the 15th working day of the close of a particular tranche of the offering, with the excess amount being credited to the accounts stated by the share subscribers in the subscription forms for this purpose.

If not all new shares are subscribed and fully paid according to the Prospectus by the expiry of the (last) subscription deadline and the public offering is unsuccessful, the payments shall be reimbursed to subscribers to the accounts stated by them in the subscription forms for this purpose. Payments shall be reimbursed without interest. Reimbursement of payments shall be executed within 15 days of the expiry of the deadline for the subscription and payment of shares.

Immediately after the close of the public offering, the Issuer intends to register in the shortest time possible the resolution about the share capital increase in the Court Register. Following the registration at the Court Register, the Issuer shall submit to KDD - Central Securities Clearing Corporation in Ljubljana an application to issue shares in dematerialised form. The Issuer expects the shares to be issued and entered into the accounts of the shareholders at KDD by 30 June 2008.

¹ Guaranteed shares shall be allocated only to those investors who have in the second tranche of offering subscribed and paid at least the number of shares guaranteed according to this paragraph.

² According to Article 44, Point 1 of the ZTFI, qualified investors are legal entities from an EU Member State that have obtained a licence or are the subject of supervision related to operations in financial markets and that include:

- credit institutions,
- investment companies,
- other supervised financial companies,
- insurance companies, reinsurance companies and pensions companies,
- collective investment undertakings and companies managing these undertakings,
- pension funds and entities managing these funds,
- entities trading in goods and derivatives for goods.

4. Publication and accessibility of the Prospectus

The Prospectus is published on 16 April 2008 in the SEOnet system and on the Issuer's website (www.nlb.si). During the subscription of shares in the period from 17 April 2008 until the end of the share offering, the printed Prospectus is available at all subscription points. Upon subscription, the subscribers shall receive the Summary of the Prospectus. The Summary of the Prospectus is also published on the Issuer's website.

5. Subscription points

Shares shall be subscribed by filling in and signing a subscription statement (subscription form) at the branches of the Issuer stated below, during the regular working hours of these branches, except for the last working day of each tranche of offering, when shares may be subscribed only until 1 p.m.

Subscription points for subscribing shares in the first tranche and in the broad share offering of the second tranche

In the first tranche and in the case of the so-called broad share offering of the second tranche, shares may be subscribed at the following subscription points:

Subscription point	Registered office	Place	Working hours (weekdays only)
Ljubljana Center Branch Office			
Quick Service and Consulting Branch	Trg republike 2	1000 Ljubljana	8.00 - 18.00
Personal Banking Branch	Trg republike 2	1000 Ljubljana	8.00 - 15.30
MHL Branch	Čopova 3	1000 Ljubljana	8.30 - 13.00 and 15.00 - 17.00
Tavčarjeva Branch	Tavčarjeva 7	1000 Ljubljana	9.00 - 17.00
Beethovnova Branch	Beethovnova 7	1000 Ljubljana	8.30 - 16.00
Šiška – Bežigrad Branch Office			
Šiška Branch	Celovška 89	1000 Ljubljana	9.00 - 13.00 and 15.00 - 17.30
Šentvid Branch	Prušnikova 95	1000 Ljubljana	9.00 - 13.00 and 15.00 - 17.30
Bežigrad Branch	Linhartova 3	1000 Ljubljana	9.00 - 13.00 and 15.00 - 17.30
Brod Branch	Tacenska 123	1000 Ljubljana	8.30 - 12.00 and 14.30 - 17.30
Bratovševa ploščad Branch	Bratovševa ploščad 14	1000 Ljubljana	9.00 - 13.00 and 15.00 - 17.30
Moste Branch Office			
Moste Branch	Proletarska 3a	1000 Ljubljana	8.00 - 12.00 and 14.30 - 17.00
Nove Fužine Branch	Nove Fužine 22	1000 Ljubljana	8.00 - 12.00 and 14.30 - 17.00
Polje Branch	Zadobrovska 14	1000 Ljubljana	8.00 - 12.00 and 14.30 - 17.00
Poljanska cesta Branch	Poljanska cesta 31	1000 Ljubljana	8.00 - 12.00 and 14.30 - 17.00
Litija Branch	Jerebova 14	1270 Litija	8.00 - 12.00 and 14.30 - 17.00
Grosuplje Branch	Taborska 3	1290 Grosuplje	8.00 - 12.00 and 14.30 - 17.00
Ivančna Gorica Branch	Ploščad OF 3	1295 Ivančna Gorica	9.00 - 13.00 and 15.00 - 17.30
Vič – Notranjska Branch Office			
Trnovo Branch	Cesta v Mestni log 7	1000 Ljubljana	9.00 - 13.00 and 15.00 - 17.30
Tržaška 132 Branch	Tržaška 132	1000 Ljubljana	9.00 - 13.00 and 15.00 - 17.30
Vič Branch	Cesta na Brdo 9	1000 Ljubljana	9.00 - 13.00 and 15.00 - 17.30
Krim Branch	Dolenjska cesta 43	1000 Ljubljana	9.00 - 13.00 and 15.00 - 17.30
Vrhnika Branch	Trg Karla Grabeljska 2a	1360 Vrhnika	8.30 - 12.00 and 14.30 - 17.30
Cerknica Branch	Cesta 4. maja 65	1380 Cerknica	8.30 - 12.00 and 14.30 - 17.30
Logatec Branch	Tržaška 19a	1370 Logatec	8.30 - 12.00 and 14.30 - 17.30
Postojna Branch	Vojkova 9	6230 Postojna	9.00 - 13.00 and 15.00 - 17.30
Gorenjska and Kamnik Branch Office			
Medvode Branch	Cesta ob Sori 3	1215 Medvode	8.00 - 12.00 and 14.30 - 17.00
Kranj Branch	Koroška cesta 21	4000 Kranj	8.00 - 12.00 and 14.30 - 17.00
Bled Branch	Ljubljanska cesta 11	4260 Bled	8.00 - 12.00 and 14.30 - 17.00
Škofja Loka Branch	Spodnji trg 1	4220 Škofja Loka	8.00 - 12.00 and 14.30 - 17.00
Duplica Branch	Ljubljanska 45	1411 Kamnik	9.00 - 17.00
Podravje Branch Office			
Vetrinjska Branch	Vetrinjska 2	2000 Maribor	8.00 - 12.00 and 14.30 - 17.00
Maribor Branch	Titova cesta 2	2000 Maribor	8.00 - 12.00 and 14.30 - 17.00
TC Tržaška Branch	Tržaška cesta 65	2000 Maribor	8.00 - 12.00 and 14.30 - 17.00
Prešernova Branch	Prešernova 6	2250 Ptuj	8.00 - 12.00 and 14.30 - 17.00
Ormož Branch	Kerenčičev trg 7	2272 Ormož	8.00 - 12.00 and 14.30 - 17.00
Slovenska Bistrica Branch	Trg svobode 26	2310 Slovenska Bistrica	8.00 - 12.00 and 14.30 - 17.00
Savinjsko – Šaleška Branch Office			
Rudarska Branch	Rudarska cesta 3	3320 Velenje	9.00 - 18.00
Celje Branch	Mariborska cesta 1	3000 Celje	8.00 - 12.00 and 14.30 - 17.00
Mozirje Branch	Na trgu 9	3330 Mozirje	8.00 - 12.00 and 14.30 - 17.00
Šoštanj Branch	Trg svobode 5	3325 Šoštanj	8.00 - 12.00 and 14.30 - 17.00
Žalec Branch	Ulica Savinjske čete 1	3310 Žalec	8.00 - 12.00 and 14.30 - 17.00
Pomurje Branch Office			
Murska Sobota Branch	Trg zmage 7	9000 Murska Sobota	8.00 - 17.00
Gornja Radgona Branch	Partizanska 9a	9250 Gornja Radgona	8.00 - 12.00 and 14.30 - 17.00
Ljutomer Branch	Ormoška 8	9240 Ljutomer	8.00 - 12.00 and 14.30 - 17.00
Lendava Branch Office	Mlinska 2	9220 Lendava	8.00 - 12.00 and 14.30 - 17.00
Dolenjska and Bela krajina Branch Office			
Seidlova Branch	Seidlova cesta 3	8000 Novo mesto	8.00 - 18.00
Trebnje Branch	Gubčeva cesta 8	8210 Trebnje	8.00 - 12.00 and 14.30 - 17.00
Črnomelj Branch	Trg svobode 2	8340 Črnomelj	8.00 - 12.00 and 14.30 - 17.00
Business Centre Metlika Branch	Naselje Borisa Kidriča 6	8330 Metlika	8.00 - 12.00 and 14.30 - 17.00
Kočevje Branch Office			
Kočevje Branch	Trg zbora odposlancev 66	1330 Kočevje	8.00 - 12.00 and 14.30 - 17.00
Ribnica Branch	Škrabčev trg 11	1310 Ribnica	8.00 - 12.00 and 14.30 - 17.00
Posavje – Krško Branch Office			
Krško Branch	Trg Matije Gubca 1	8270 Krško	8.30 - 17.00
Brežice Branch	Cesta prvih borcev 42	8250 Brežice	8.00 - 12.00 and 14.30 - 17.00
Sevnica Branch	Trg svobode 6	8290 Sevnica	8.00 - 12.00 and 14.30 - 17.00
Nova Gorica Branch Office			
Nova Gorica Branch Office	Bevkov trg 3	5000 Nova Gorica	8.00 - 12.00 and 14.30 - 17.00
Ajdovščina Branch	Tovarniška cesta 1	5270 Ajdovščina	8.00 - 12.00 and 14.30 - 17.00
Ildrija Branch	Mestni trg 15	5280 Ildrija	8.00 - 12.00 and 14.30 - 17.00
Koper Branch Office			
Koper Branch	Pristaniška 45	6000 Koper	8.00 - 13.00 and 15.30 - 17.00
Lucija Branch	Obala 114	6320 Portorož	8.00 - 13.00 and 15.30 - 17.00
Sežana Branch	Stjenkova 1	6210 Sežana	8.00 - 12.00 and 14.30 - 17.00
Izola Branch	Trg republike 3	6310 Izola	8.00 - 13.00 and 15.30 - 17.00

Subscription points for the subscription of shares in the narrow share offering of the second tranche and in the third tranche

In the case of a narrow share offering of the second tranche and in the third tranche the shares may be subscribed only at Poslovalnica za hitre storitve in svetovanje (Express Service and Consulting Branch), Trg republike 2, 1000 Ljubljana.

Share payment

Shares must be paid in by no later than the working day following the filling in of the subscription form, except for the shares subscribed on the last working day of a particular tranche of the offering, which must be paid in by the end of such working day.

The shares shall be deemed subscribed only if fully paid. The shares shall be paid in cash, in EUR, to the transaction account of the Issuer.

The shares shall be deemed paid if the relevant amount for the payment of shares is in due time credited to the transaction account of the Issuer stated in the subscription form.

6. Categories of potential subscribers

In the first tranche, the shares are offered to the existing shareholders of the Issuer, including both natural and legal persons. The largest shareholders of the Issuer are indicated under item 25.3 of the Prospectus. If the existing shareholders do not exercise their pre-emptive rights in full, the shares that will not be subscribed and paid in by the existing shareholders - beneficiaries will be offered to the public.

7. Other important facts related to the Issuer

On 7 July 2004, the NLB's General Meeting of Shareholders adopted a resolution on the amendment to the Articles of Association of the NLB, authorising the NLB's Management Board to increase, during the period of five years after the entry of the amendment to the Articles of Association in the Court Register, the Bank's share capital once or several times by no more than EUR 32,056,476.38 (authorised capital), subject to the approval of the Supervisory Board and not subject to any additional resolution of the General Meeting of Shareholders. The resolution specified that for the amount of the authorised capital equalling the increased share capital, a total of no more than 3,841,007 new ordinary or preference shares may be issued at the issue price specified by the Management Board subject to the approval of the Supervisory Board. According to the resolution the Management Board of the NLB may decide on the exclusion of the existing shareholders' pre-emptive right to buy new shares, if this is approved by the Supervisory Board.

In 2007, the Bank applied the institution of authorised capital to increase share capital by EUR 2,718,519.45 by issuing 325,733 new shares. The Management Board of the Issuer may increase share capital through authorised capital by another EUR 29,337,956.93, for which 3,515,274 additional new shares may be issued.

On 8 January 2008 the Management Board of the Issuer, based on the authorisation of the General Meeting of the Shareholders, passed a resolution on additional increase in share capital by means of the institution of authorised capital, approved by the Supervisory Board on 18 January 2008. After the capital increase based on this Prospectus the Management Board shall have the possibility of increasing share capital through authorised capital by another EUR 21,841,679.18, for which 2,617,070 additional new shares may be issued.

The implementation of the adopted strategy based on the growth of operations and expansion of the NLB Group requires active capital management, i.e. the provision of such capital adequacy as corresponds to the requirements of the regulators and the NLB's risk profile. To this end, an increase in the Bank's capital is projected besides other measures.

Other important facts that an investor needs to make an informed investment decision are included in the Prospectus which enables an insight into legal and financial position of the Issuer, business opportunities and rights arising from the shares. An investor's decision to buy shares must be based on information provided by the entire Prospectus.

The Issuer obtained the approval of the prospectus no. 11/385/AG-08-(122) dated 19 March 2008 and the approval of the supplement to the prospectus no. 11/388/AG-08-(144) dated 10 April 2008 by the Securities Market Agency.

8. Date of notification

This notification is published on 16 April 2008 in the SEOnet system and on the Issuer's website www.nlb.si.