



## KEY INFORMATION ABOUT THE PUBLIC OFFERING OF NOVA KBM

### NOVA KBM IN SHORT

The Nova KBM Group is the second-largest banking group operating in Slovenia, as measured by total assets, loans and deposits, according to the Bank of Slovenia as at 31 December 2010. It provides mainstream banking services, investment banking services, modern banking channels as well as other financial services and advice to individual and corporate customers. Nova KBM operates through its subsidiaries and affiliates also in Austria, Serbia and Croatia. Its Austrian subsidiary bank is present also in the Czech Republic, Slovakia, Hungary, Montenegro and the Republic of Macedonia.

The branch network in Slovenia is composed of 96 branch offices (including 6 PBS branches) and over 550 post office branches through Poštna Banka Slovenije, a subsidiary of Nova KBM. Nova KBM has over 350,000 retail clients and over 11,000 corporate clients.

The Nova KBM Group's strategy is to seek to:

- Strengthen the Group's position through cross-selling and developing its distribution network
- Focus on international expansion
- Optimise the Group's management and governance
- Develop innovative distribution channels

The Group's assets as at 31 December 2010 were EUR 5.9 billion.

In recent years Nova KBM has received the title "Bank of the Year" in Slovenia (*The Bankers*, *Financial Times*) and many other professional awards.

Nova KBM shares have been listed on the Ljubljana Stock Exchange since December 2007.



## SCHEDULE OF THE PUBLIC OFFERING OF NOVA KBM

<b>4 – 18 April 2011</b> or about such dates	Subscription period for Existing Shareholders and Retail Investors in Poland and Slovenia
<b>4 – 13 April 2011</b> or about such dates	Bookbuilding period among Institutional Investors
<b>14 April 2011</b> or about such date	Establishing and publishing the Offer Price
<b>20 April 2011</b> or about such date	Allocation of shares to Existing Shareholders and preliminary allocation to Retail Investors and Institutional Investors
<b>20 – 26 April 2011</b> or about such dates	Subscription period for Institutional Investors
<b>26 April 2011</b> or about such date	Allocation to Retail Investors in Poland and Slovenia and final allocation to Institutional Investors
<b>26 April 2011</b> or about such date	Publishing the outcome of the Offering
<b>6 May 2011</b> or about such date	First day of trading in the Offer Shares on the Ljubljana Stock Exchange and the Warsaw Stock Exchange

## DETAILS OF THE PUBLIC OFFERING

- ⇒ The public offering includes **up to 13,040,989 new ordinary shares** issued on the basis of an increase in the share capital within the authorised share capital of the Bank.
- ⇒ The Offer Shares are offered to:
  - **Existing Shareholders**, who may subscribe for the Offer Shares in proportion to their existing stake in the share capital of the Bank
  - **Retail Investors in Slovenia and Poland**
  - **Institutional Investors**
- ⇒ The **Offer Price is** set at **EUR 8**. The PLN equivalent of the Offer Price will be established on or around **20 April 2011**, based on the market exchange rate available to Nova KBM, and will be announced publicly.
- ⇒ Retail Investors in Poland will subscribe for the Offer Shares **at the PLN equivalent of the Maximum Price** and pay in PLN when placing subscription orders.
- ⇒ Subscriptions for shares by Existing Shareholders and Retail Investors in Slovenia after the Pricing Date will be submitted at the Offer Price.
- ⇒ Existing Shareholders have a pre-emptive right for the subscription of the Offer Shares, pro-rata to their participation in the share capital of Nova KBM as at publication of the Prospectus.



- ⇒ The schedule of allocating the Offer Shares is as follows:
- Firstly, the Offer Shares will be allocated to the Existing Shareholders (or to persons to whom the pre-emptive right has been validly transferred) in the amount of the subscribed and paid for Offer Shares.
  - Secondly, the Offer Shares not allocated to the Existing Shareholders will be allocated to Institutional Investors by Nova KBM in its sole discretion, upon recommendation by the Managers, as well as to Retail Investors in the amount subscribed and paid for.

## PLANNED USE OF THE PROCEEDS FROM THE ISSUE

The gross proceeds which the Bank expects to receive from this Offering will be about EUR 104.3 million.

The Nova KBM Group's intention is to use the proceeds of the Offering by the end of 2013 for the following purposes:

- ⇒ **Adjusting the core Tier 1 capital ratio to any potential new capital requirements**, both those stipulated by the regulatory authorities and those resulting from market expectations. The Nova KBM Group plans to use approximately **40 percent of the proceeds from the Offering** for this purpose.
- ⇒ **Supporting the implementation of the Nova KBM Group's strategy in Slovenia and the region for the years 2011–2013**. The Nova KBM Group's strategic objectives include, without limitation: accelerating the growth of the existing business lines in Retail Banking, selected areas of Corporate Banking, and Financial Markets. The Nova KBM Group is looking selectively at acquisition opportunities of banks in the countries of the former Yugoslavia. The Nova KBM Group also continues to explore opportunities to further strengthen its insurance business. The Nova KBM Group plans to use approximately **60 percent of the proceeds from the issuance** of the Offer Shares for this purpose.

Until the proceeds from the Offering are used, the funds received by the Bank will be invested on market terms, among other things, in treasury securities and in bank deposits.

### **Disclaimer**

*This publication is for promotional purposes only and under no circumstances shall it constitute the basis for a decision to invest in securities of Nova Kreditna banka Maribor d.d. (the "Company").*

*The offering prospectus (the "Prospectus"), prepared in connection with the offering of the rights to subscribe for the shares in the Company to existing shareholders in Slovenia and public offering to investors in Poland and Slovenia and admission of the Company's shares to be issued to trading on the Ljubljana Stock Exchange (the "LJSE") and all of the Company's shares to trading on the Warsaw Stock Exchange (the "WSE"), is the sole*



*legally binding document containing information on the Company and the public offering of its shares in Slovenia and Poland (the "Offering").*

*On 31 March 2011 the Prospectus was approved by Agencija za trg vrednostnih papirjev, the Slovenian Securities Market Agency („SMA“), and was made available to the public once all the conditions provided under Art. 72 of the Slovenian Market in Financial Instruments Act and Art. 37 of the Polish Public Offering Act dated 29 July 2005 were met, i.e. once the SMA approves the Prospectus and once the Polish Financial Supervision Authority has been notified by the SMA of the approval of the Prospectus and has received a certificate of the approval of the Prospectus along with the Prospectus, a translation of the Prospectus into English and a translation of its summary into Polish.*

*Other than the offer of the securities referred to herein to persons in Slovenia and Poland, the securities referred to herein will only be offered to and directed at persons in member states of the European Economic Area who are "qualified investors" within the meaning of Article "2(1)(e) of the Prospectus Directive (Directive 2003/71/EC) (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State). The expression "2010 PD Amending Directive" means Directive 2010/73/EU.*

*The communication of this press release, the Prospectus and any other documents or materials relating to the Offering is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Financial Promotion Order")) or persons who are within Article 49(2)(a) to (d) of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.*

*Insofar as the communication of this press release, the Prospectus and any other documents or materials relating to the Offering is made to or directed at investment professionals (as defined in Article 19(5) of the Financial Promotion Order), it is made to or directed at persons having professional experience in matters relating to investments, and any investment or investment activity to which it relates is available only to such persons or will be engaged in only with such persons, and persons who do not have professional experience in matters relating to investments should not rely upon it.*

*The Prospectus is available in electronic form at the websites of the Company ([www.nkbm.si](http://www.nkbm.si)), the WSE ([www.gpw.pl](http://www.gpw.pl)), and the LJSE ([seonet.ljse.si](http://seonet.ljse.si)). Hard copies of the Prospectus are also available free of charge upon request from the Company, ING Securities S.A. or Silkroute Securities (Polska) sp. z o.o. (institutional investors only).*