

First Supplement dated 9 October 2026

This document constitutes a supplement (the "**Supplement**") to, forms part of and must be read and construed in conjunction with, the base prospectus dated 3 June 2026 (the "**Prospectus**") for the purpose of Article 23 (1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended (the "**Prospectus Regulation**").



Nova Ljubljanska banka d.d., Ljubljana **("NLB", the "Issuer" or the "Bank")**

(incorporated as a joint stock company (delniška družba) in the Republic of Slovenia)

EUR 3,500,000,000

Euro Medium Term Note Programme **(the "Programme")**

This Supplement has been prepared and published, *inter alia*, for the purposes of updating the Prospectus in respect of the Issuer's Unaudited Condensed Interim Financial Statements as of 30 June 2026. As a result, certain modifications to the Prospectus are hereby being made. The amendments included in this Supplement shall only apply to Final Terms, the date of which falls on or after the approval of this Supplement.

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (the "**CSSF**") in its capacity as competent authority under the Prospectus Regulation and the Luxembourg act relating to prospectuses for securities dated 16 July 2019 (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en oeuvre du règlement (UE) 2017/1129*, the "**Luxembourg Prospectus Law**"). The CSSF only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes that are the subject of this Supplement. Neither does the CSSF give any undertaking as to the economic and financial soundness of the operation or the quality or solvency of the Issuer pursuant to Article 6(4) of the Luxembourg Prospectus Law. Investors should make their own assessment as to the suitability of investing in the Notes.

This Supplement will be published in electronic form together with the documents incorporated by reference on the website of the Luxembourg Stock Exchange (www.LuxSE.com) and on the website of the Issuer (www.nlb.si). For the avoidance of doubt, the content of the aforementioned websites does not form part of this Supplement and has not been scrutinised or approved by the CSSF.

This Supplement shall only be distributed in connection with the Prospectus. It should only be read in conjunction with the Prospectus.

Terms defined or otherwise attributed meanings in the Prospectus have the same meaning when used in this Supplement, unless the context requires otherwise.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement contained in or incorporated by reference in the Prospectus, the statements in this Supplement shall prevail.

This Supplement does not constitute an offer of, or an invitation by or on behalf of any of the Issuer, the Dealers or the Arranger to subscribe for, or purchase, any Notes.

Save as disclosed on pages 1 to 13 of this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information contained in and incorporated by reference in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

IMPORTANT NOTICES

RESPONSIBILITY STATEMENT

The Issuer, with its registered office in Ljubljana, Slovenia, accepts responsibility for the information contained in and incorporated by reference into this Supplement and declares that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

NOTICE

Unauthorised information

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Supplement or any other document entered into in relation to the Programme or any information supplied by the Issuer or such other information as is in the public domain and, if given or made, such information or representation should not be relied upon as having been authorised by the Issuer or any Dealer.

Neither the Dealers nor any of their respective affiliates have authorised the whole or any part of this Supplement and none of them makes any representation or warranty or accepts any responsibility as to the accuracy or completeness of the information contained in this Supplement or any responsibility for the acts or omissions of the Issuer or any other person (other than the relevant Dealer) in connection with the issue and offering of the Notes. Neither the delivery of this Supplement or any Final Terms nor the offering, sale or delivery of any Note shall, in any circumstances, create any implication that the information contained in this Supplement is true subsequent to the date hereof or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the Issuer since the date thereof or that any other information supplied in connection with the Programme is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same. None of the Dealers undertakes to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by this Supplement nor to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Dealers.

Restrictions on distribution

The distribution of this Supplement and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer and the Dealers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of this Supplement or any Final Terms and other offering material relating to the Notes, see "*Subscription and Sale*" in the Prospectus.

The Notes have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States, and Notes in bearer form are subject to U.S. tax law requirements. The Notes may not be offered, sold or (in the case of Notes in bearer form) delivered within the United States or to, or for the account or benefit of, U.S. persons

(as defined in Regulation S under the Securities Act ("**Regulation S**")) except in certain transactions exempt from the registration requirements of the Securities Act.

NEITHER THE PROGRAMME NOR THE NOTES HAVE BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE "SEC"), ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER U.S. REGULATORY AUTHORITY, NOR HAS ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF ANY OFFERING OF NOTES OR THE ACCURACY OR ADEQUACY OF THIS SUPPLEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

Neither this Supplement nor any Final Terms constitutes an offer or an invitation to subscribe for or purchase any Notes and should not be considered as a recommendation by the Issuer, the Dealers or any of them that any recipient of this Supplement or any Final Terms should subscribe for or purchase any Notes. Each recipient of this Supplement or any Final Terms shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of the Issuer.

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SUPPLEMENTAL INFORMATION

1. Changes to the section "Risk Factors"

- 1.1 The first and the second paragraph under the sub-heading "***Unfavourable outcomes of pending litigation may adversely affect NLB and the NLB Group***" on page 29 under the heading "**RISKS RELATING TO THE ISSUER AND THE NLB GROUP**" on page 13 of the Prospectus shall be deleted in their entirety and replaced by the following:

"NLB and members of the NLB Group are involved in a number of legal proceedings, some of which, if resolved adversely to the interests of NLB or the relevant member of the NLB Group, could have a material adverse effect on NLB and the NLB Group. As at 30 June 2026, NLB was involved in 22 legal disputes (23 as at 30 June 2025) with monetary claims against NLB exceeding EUR 1 million per case (excluding accrued interest). As at 30 June 2026, the total amount of these claims, excluding accrued interest, was EUR 255.4 million. As at 30 June 2026, the NLB Group was involved in 38 legal disputes (37 as at 30 June 2025) with monetary claims against NLB Group members exceeding EUR 1 million per case, excluding accrued interest, in the aggregate principal amount of EUR 358 million (EUR 346.4 million as at 30 June 2025). Other than the Croatian litigation regarding transferred deposits and the litigation regarding the Bail-In (as defined below), each discussed below, such legal proceedings have arisen in connection with the ordinary course of business of NLB and the NLB Group.

NLB has not established provisions in its financial statements for these proceedings in which it is involved based on an assessment of the possible outcome of the proceedings. At the NLB Group level provisions with respect to claims exceeding EUR 1 million per case amount to EUR 2.9 million, as at 30 June 2026. While management believes that NLB's financial statements make adequate provision for pending legal proceedings, a worse than expected outcome in any legal proceedings would mean that such provisions, or the absence of any provision, insufficiently cover NLB's liabilities."

- 1.2 The second paragraph under the sub-heading "***A failure by NLB to comply with its obligations under ZVKNNLB and the related agreement with the Fund would deprive NLB of the protection granted to it by ZVKNNLB***" on page 30 under the heading "**RISKS RELATING TO THE ISSUER AND THE NLB GROUP**" on page 13 of the Prospectus shall be deleted in its entirety and replaced by the following:

"Two Croatian banks have filed claims against Ljubljanska banka and NLB, as the alleged co-debtor, in Croatian courts in relation to deposits in various foreign currencies with Ljubljanska banka Zagreb Branch that were transferred to Privredna banka Zagreb and Zagrebačka banka by their original depositors in line with Croatian legislation set up after the dissolution of the Socialist Federal Republic of Yugoslavia (the "**SFRY**"). The proceedings were filed during the period from 1994 to 1996. The aggregate principal amount of the claims against NLB is as at 30 June 2026 equivalent to approximately EUR 173.7 million (calculated at the exchange rates applicable on 30 June 2026), excluding any default interest. Due to the fact that the proceedings have been pending for a significant period of time, the default interest exceeds the principal amount of the transferred deposits. If NLB was found liable for these

amounts, it would also be responsible for paying the litigation expenses of the plaintiffs."

- 1.3 The fourth paragraph under the sub-heading "***If NLB would be found liable for claims relating to the Bail-In, it may incur substantial financial burdens***" on page 31 under the heading "**RISKS RELATING TO THE ISSUER AND THE NLB GROUP**" on page 13 of the Prospectus shall be deleted in its entirety and replaced by the following:

"As of 30 June 2026, 25 of these proceedings with claims amounting to nearly EUR 30.7 million are pending while claims of 21 plaintiffs have been finally rejected by the courts and additional 145 plaintiffs have withdrawn their claims. Out of 21 final rejection cases, two of them have been accepted for review by the Slovenian Supreme Court and in both such cases the Supreme Court upheld the judgments by which the lower courts rejected the plaintiff's claims (see "*Description of the Issuer and the NLB Group – Legal and Administrative Proceedings – Proceedings relating to the BSI Decision*"). As certain Affected Investors publicly announced claims exceeding such amount and since there is a possibility that NLB has not yet been notified of all the legal proceedings initiated against it, this amount may increase in the course of time and such additional claims may be material. Based on information obtained from the courts NLB understands that the amount of these additional claims could exceed EUR 40 million. Due to the case law, plaintiffs have started to withdraw their claims."

- 1.4 The paragraph under the sub-heading "***The Subordinated Notes may be redeemed at the option of the Issuer if the Issuer does not obtain the permission of the Competent Authority to include the Subordinated Notes in whole in the calculation of its Tier 2 capital***" on page 47 under the heading "**RISKS RELATING TO THE NOTES**" on page 43 of the Prospectus shall be deleted in its entirety and replaced by the following:

"If the Issuer does not obtain the permission of the Competent Authority pursuant to Article 178(2) ZBan-4 to include the Subordinated Notes in whole in the calculation of its Tier 2 capital pursuant to the CRR by a specific date, the Terms and Conditions foresee an option for the Issuer to redeem the Subordinated Notes at their Specified Denomination, together with accrued and unpaid interest thereon, if any, at any time prior to the maturity date. As a result, Holders of the Subordinated Notes could be exposed to the risk that their investment will have a lower than expected yield (see – "*Risk Factors – In the event that the Subordinated Notes are redeemed prior to their maturity, Holders of the Subordinated Notes may be exposed to certain risks, including the risk that their investment will have a lower than expected yield*" below)."

2. **Changes to the section "Terms and Conditions of the Notes"**

- 2.1 The section "**[In the case of Subordinated Notes the following applies:]**" of § 5 (REDEMPTION) on page 77 et seq. under the heading "**OPTION I – NOTES WITH A FIXED INTEREST RATE**" on page 66 et seq. of the Prospectus shall be deleted in its entirety and replaced by the following:

"(5) Early Redemption for Regulatory Reasons[or for Reasons of Non-Approval].

- (a) *Early Redemption for Regulatory Reasons.* If a Regulatory Event occurs, the Issuer may at any time, upon giving not less than five Business Days' and not

more than 40 Business Days' prior notice in accordance with § 5(5)(b)(c), redeem, on the date fixed for redemption specified in the notice, all but not some only of the Notes at their Specified Denomination together with accrued and unpaid interest, if any, to but excluding the date fixed for redemption.

A "**Regulatory Event**" occurs if there is a change in the regulatory classification of the Notes which becomes effective on or after the issue date of the Notes that would be likely to result in their exclusion in full or in part from own funds or reclassification as a lower quality form of own funds (in each case, on an individual and/or consolidated basis of the Issuer) (other than as a consequence of the amortisation in accordance with Article 64 CRR).

Any such early redemption pursuant to this § 5(5) shall only be possible if the conditions to redemption and repurchase set out in § 5(7) are met.

[If the Notes are subject to early redemption for Reasons of Non-Approval, the following applies:

- (b) *Early Redemption for Reasons of Non-Approval.* If a Non-Approval Event occurs, the Issuer may at any time, upon giving not less than five Business Days' and not more than 40 Business Days' prior notice in accordance with § 5(5)(c), redeem all but not some only of the Notes on the date of redemption specified in the notice, at their Specified Denomination together with accrued and unpaid interest thereon, if any, to but excluding the date of redemption.

A "**Non-Approval Event**" occurs if, by [insert applicable date], the Issuer fails to obtain the permission of the Competent Authority pursuant to Article 178(2) ZBan-4 to include the Notes in whole in the calculation of its Tier 2 capital pursuant to Article 71 CRR.

If the inclusion of this § 5(5)(b) would at any time on or after the Issue Date be the sole reason to prevent the Notes from being counted in whole or in part towards the Tier 2 capital of the Issuer, as determined by the Issuer and/or the Competent Authority, then § 5(5)(b) shall no longer apply and the Issuer shall not have the right to redeem the Notes pursuant to § 5(5)(b). The Issuer shall as soon as practicable following any such determination give notice thereof to the Holders in accordance with § 11, provided that delay or failure to give such notice shall not affect the effectiveness of, or otherwise invalidate, any such determination or the cessation of the Issuer's right to redeem the Notes pursuant to § 5(5)(b).]

[(b)(c)] The notice of redemption shall be given by the Issuer to the Holders in accordance with § 11. Such notice shall be irrevocable and shall specify:

- (i) the series of Notes subject to redemption, including the securities codes;
- (ii) the date on which the Issuer will redeem the Notes; and
- (iii) the reason for such call and redemption.]"

2.2 The section "**[In the case of Subordinated Notes the following applies:**" of § 5 (REDEMPTION) on page 104 under the heading "**OPTION II – EURO-DENOMINATED**

NOTES WITH A FIXED TO FIXED RESETTABLE INTEREST RATE" on page 86 et seqq. of the Prospectus shall be deleted in its entirety and replaced by the following:

"(5) Early Redemption for Regulatory Reasons[or for Reasons of Non-Approval].

- (a) *Early Redemption for Regulatory Reasons.* If a Regulatory Event occurs, the Issuer may at any time, upon giving not less than five Business Days' and not more than 40 Business Days' prior notice in accordance with § 5(5)[(b)][(c)], redeem, on the date fixed for redemption specified in the notice, all but not some only of the Notes at their Specified Denomination together with accrued and unpaid interest, if any, to but excluding the date fixed for redemption.

A "**Regulatory Event**" occurs if there is a change in the regulatory classification of the Notes which becomes effective on or after the issue date of the Notes that would be likely to result in their exclusion in full or in part from own funds or reclassification as a lower quality form of own funds (in each case, on an individual and/or consolidated basis of the Issuer) (other than as a consequence of the amortisation in accordance with Article 64 CRR).

Any such early redemption pursuant to this § 5(5) shall only be possible if the conditions to redemption and repurchase set out in § 5([7]) are met.

[If the Notes are subject to early redemption for Reasons of Non-Approval, the following applies:

- (b) *Early Redemption for Reasons of Non-Approval.* If a Non-Approval Event occurs, the Issuer may at any time, upon giving not less than five Business Days' and not more than 40 Business Days' prior notice in accordance with § 5(5)(c), redeem all but not some only of the Notes on the date of redemption specified in the notice, at their Specified Denomination together with accrued and unpaid interest thereon, if any, to but excluding the date of redemption.

A "**Non-Approval Event**" occurs if, by [insert applicable date], the Issuer fails to obtain the permission of the Competent Authority pursuant to Article 178(2) ZBan-4 to include the Notes in whole in the calculation of its Tier 2 capital pursuant to Article 71 CRR.

If the inclusion of this § 5(5)(b) would at any time on or after the Issue Date be the sole reason to prevent the Notes from being counted in whole or in part towards the Tier 2 capital of the Issuer, as determined by the Issuer and/or the Competent Authority, then § 5(5)(b) shall no longer apply and the Issuer shall not have the right to redeem the Notes pursuant to § 5(5)(b). The Issuer shall as soon as practicable following any such determination give notice thereof to the Holders in accordance with § 11, provided that delay or failure to give such notice shall not affect the effectiveness of, or otherwise invalidate, any such determination or the cessation of the Issuer's right to redeem the Notes pursuant to § 5(5)(b).]

[(b)][(c)] The notice of redemption shall be given by the Issuer to the Holders in accordance with § 11. Such notice shall be irrevocable and shall specify:

- (i) the series of Notes subject to redemption, including the securities codes;

(ii) the date on which the Issuer will redeem the Notes; and

(iii) the reason for such call and redemption.]"

- 2.3 The section "[In the case of Subordinated Notes the following applies:" of § 5 (REDEMPTION) on page 126 et seq. under the heading "**OPTION III – USD-DENOMINATED NOTES WITH A FIXED TO FIXED RESETTABLE INTEREST RATE**" on page 113 et seqq. of the Prospectus shall be deleted in its entirety and replaced by the following:

"(5) Early Redemption for Regulatory Reasons[or for Reasons of Non-Approval].

- (a) *Early Redemption for Regulatory Reasons.* If a Regulatory Event occurs, the Issuer may at any time, upon giving not less than five Business Days' and not more than 40 Business Days' prior notice in accordance with § 5(5)[(b)][(c)], redeem, on the date fixed for redemption specified in the notice, all but not some only of the Notes at their Specified Denomination together with accrued and unpaid interest, if any, to but excluding the date fixed for redemption.

A "**Regulatory Event**" occurs if there is a change in the regulatory classification of the Notes which becomes effective on or after the issue date of the Notes that would be likely to result in their exclusion in full or in part from own funds or reclassification as a lower quality form of own funds (in each case, on an individual and/or consolidated basis of the Issuer) (other than as a consequence of the amortisation in accordance with Article 64 CRR).

Any such early redemption pursuant to this § 5(5) shall only be possible if the conditions to redemption and repurchase set out in § 5([7]) are met.

[If the Notes are subject to early redemption for Reasons of Non-Approval, the following applies:

- (b) *Early Redemption for Reasons of Non-Approval.* If a Non-Approval Event occurs, the Issuer may at any time, upon giving not less than five Business Days' and not more than 40 Business Days' prior notice in accordance with § 5(5)(c), redeem all but not some only of the Notes on the date of redemption specified in the notice, at their Specified Denomination together with accrued and unpaid interest thereon, if any, to but excluding the date of redemption.

A "**Non-Approval Event**" occurs if, by [insert applicable date], the Issuer fails to obtain the permission of the Competent Authority pursuant to Article 178(2) ZBan-4 to include the Notes in whole in the calculation of its Tier 2 capital pursuant to Article 71 CRR.

If the inclusion of this § 5(5)(b) would at any time on or after the Issue Date be the sole reason to prevent the Notes from being counted in whole or in part towards the Tier 2 capital of the Issuer, as determined by the Issuer and/or the Competent Authority, then § 5(5)(b) shall no longer apply and the Issuer shall not have the right to redeem the Notes pursuant to § 5(5)(b). The Issuer shall as soon as practicable following any such determination give notice thereof to the Holders in accordance with § 11, provided that delay or failure to give such notice shall not affect the effectiveness of, or otherwise invalidate, any such

determination or the cessation of the Issuer's right to redeem the Notes pursuant to § 5(5)(b).]

[(b)][(c)] The notice of redemption shall be given by the Issuer to the Holders in accordance with § 11. Such notice shall be irrevocable and shall specify:

- (i) the series of Notes subject to redemption, including the securities codes;
- (ii) the date on which the Issuer will redeem the Notes; and
- (iii) the reason for such call and redemption.]"

3. **Changes to the section "Description of the Issuer and the NLB Group"**

3.1 The third paragraph under the sub-heading "**NLB**" on page 154 under the heading "**INTRODUCTION**" on page 154 of the Prospectus shall be deleted in its entirety and replaced by the following:

"Moody's Investors Service Cyprus Limited ("**Moody's**") and S&P Global Ratings Europe Ltd. ("**S&P**") currently assign ratings to the Issuer. As at the date of this Prospectus, the Issuer's ratings are as follows:

	Moody's	S&P
Long-term debt	A3	BBB+
Short-term debt	P-1	A-2
Rating outlook	Stable	Positive

Note: Credit or corporate ratings may not reflect all risks. One or more independent rating agencies may assign ratings to the Notes and/or the Issuer. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed in this section, and other factors that may affect the value of the Notes or the standing of the Issuer. A credit rating and/or a corporate rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time."

3.2 The fourth paragraph on page 163 under the sub-heading "**Strategic focus**" under the heading "**STRATEGY**" on page 162 of the Prospectus shall be deleted in its entirety and replaced by the following:

"Monetise opportunities and synergies: Significant strategic business efforts have been made to achieve business synergies across the NLB Group regarding costs and operational efficiency. In Slovenia, the Bank has achieved further synergies with the full integration of N Banka in 2023. The Bank is pursuing growth through entering and expanding its presence into selected adjacent businesses (such as leasing and bancassurance) and diversifying its services on a horizontal level. Further to the organic growth capacities, the Bank is simultaneously monitoring and analysing additional potential M&A opportunities in banking and adjacent businesses (to consolidate processes in the financial sector in the SEE) and, where appropriate, discussing potential transactions with potential counterparties on a confidential basis. NLB Group has an exclusive strategic interest in its home region – Southeast Europe. The Group is also committed to delivering excellent returns to its shareholders, targeting an increase in the payout ratio to 50–60 per cent. of the previous year's profit after tax throughout the period."

- 3.3 The paragraph under the sub-heading "**Outstanding senior debt securities**" on page 174 under the heading "**FUNDING**" on page 171 of the Prospectus shall be deleted in its entirety and replaced by the following:

"As at 31 December 2025, the Issuer had EUR 1,500 million (nominal amount) of senior debt securities (31 December 2024: EUR 1,000 million). As at 30 June 2026, the Issuer had EUR 1,000 million (nominal amount) of senior debt securities (30 June 2025: EUR 1,500 million) outstanding.

Senior preferred notes				NLB Group and NLB			
				As at		As at	
				30 June 2026		30 June 2025	
				Carrying amount	Nominal value	Carrying amount	Nominal value
				<i>(in thousands of Euros)</i>			
XS2641055012	EUR	27 June 2027	7.125 per cent. p.a., after 3 years: 1 years MS + 3.606% p.a.	-	-	504,729	500,000
XS2972971399	EUR	21 January 2029 ⁽ⁱ⁾	3.500 per cent. p.a., after 3 years: 1 years MS + 1.150% p.a.	504,136	500,000	508,891	500,000
XS2825558328	EUR	29 May 2030	4.500 per cent. p.a., after 5 years: 1 years MS + 1.650% p.a.	502,422	500,000	513,094	500,000
Total				1,006,558	1,000,000	1,526,714	1,500,000

⁽ⁱ⁾ NLB issued senior preferred bonds in the total nominal value of EUR 500 million, 4NC3 tenor on 21 January 2025."

- 3.4 The paragraphs under the heading "**RECENT DEVELOPMENTS**" on page 203 of the Prospectus shall be deleted in their entirety and replaced by the following:

"On 16 March 2026, NLB received the decision from the BSI relating to the MREL requirement, which replaces the previous decision from the BSI. NLB must comply with MREL requirement on a consolidated basis at NLB Resolution Group, consisting of NLB d.d., Ljubljana and other members of the NLB Group excluding banks, which amounts to 30.15 per cent. of TREA (excluding CBR) and 11.71 per cent. of LRE. This decision supersedes the previous BSI decision on MREL requirement from March 2025, which amounted to 29.93 per cent. of TREA (excluding CBR) and 11.24 per cent. of the LRE.

On 24 March 2026, NLB received permission of the Single Resolution Board for the early redemption of its notes in the aggregate nominal amount of EUR 500 million, issued on 27 June 2023 and with maturity on 27 June 2027 (ISIN: XS2641055012). The notes have been early prepaid on 27 June 2026.

On 29 April 2026, the convocation of shareholders General Meeting was announced. The General Meeting took place on 15 June 2026, whereas the shareholders have, among other things, decided on the allocation of distributable profit.

On 13 May 2026, NLB published the Offering Memorandum for its voluntary public takeover offer aimed at acquiring control of Addiko Bank AG, an Austrian-listed bank operating across five CSEE markets (Austria, Croatia, Slovenia, Bosnia & Herzegovina,

Serbia and Montenegro). Furthermore, on 1 June 2026 NLB announced its intention to increase the price per share to EUR 33.50 (from previous EUR 29.00). The acceptance period ended on 22 July 2026. On 3 August 2026, NLB announced that its voluntary public takeover offer for Addiko Bank AG did not receive a sufficient number of acceptance declarations (only 31.22% of all issued Addiko's shares had been accepting NLB offer). As the minimum acceptance condition of 50% plus one share was not met, the settlement of the offer has not taken place, and the offer has not been extended.

On 18 September 2026, it was announced that NLB Group has entered into a share purchase agreement with Skupina PRVA d.d. and its related parties as well as with KD Group d.d. for the acquisition of more than 55% of the voting rights in total in Deželna banka Slovenije d.d. (DBS). Both transactions are expected to be completed following receipt of all required regulatory approvals, most likely in the second half of the year 2027. In the meantime, NLB is open to discuss the acquisition of a larger strategic share with the remaining shareholders."

- 3.5 The paragraph under the sub-heading "**General**" on page 204 under the heading "**LEGAL AND ADMINISTRATIVE PROCEEDINGS**" on page 204 of the Prospectus shall be deleted in its entirety and replaced by the following:

"As at 30 June 2026, NLB was involved in 22 legal disputes with monetary claims against NLB exceeding EUR 1 million per case (excluding accrued interest). The total amount of these claims, excluding accrued interest, was EUR 255.4 million. As at 30 June 2026, the NLB Group was involved in 38 legal disputes with monetary claims against NLB Group members exceeding EUR 1 million per case, excluding accrued interest, in the aggregate principal amount of EUR 358 million. NLB has not established provisions in its financial statements for these proceedings in which it is involved based on an assessment of the possible outcome of the proceedings. At the NLB Group level provisions with respect to claims exceeding EUR 1 million per case amount to EUR 2.9 million, as at 30 June 2026."

- 3.6 The second paragraph under the sub-heading "***Claims relating to liabilities in respect of transferred deposits***" on page 204 under the heading "**LEGAL AND ADMINISTRATIVE PROCEEDINGS**" on page 204 of the Prospectus shall be deleted in its entirety and replaced by the following:

"Two Croatian banks, Privredna banka Zagreb and Zagrebačka banka, filed claims against Ljubljanska banka and NLB, as the alleged co-debtor, in the Croatian courts in relation to transferred deposits. The proceedings were filed during the period from 1994 to 1996. The aggregate principal amount of the claims against NLB is, as at 30 June 2026, equivalent to approximately EUR 173.7 million (calculated at the exchange rates applicable on 30 June 2026), excluding any default interest. Due to the fact that the proceedings have been pending for a significant period of time, the default interest exceeds the principal amount of the transferred deposits."

- 3.7 The fourth paragraph under the sub-heading "***Proceedings relating to the BSI Decision***" on pages 206 et seq. under the heading "**LEGAL AND ADMINISTRATIVE**

PROCEEDINGS" on page 204 of the Prospectus shall be deleted in its entirety and replaced by the following:

"As of 30 June 2026, 25 of these proceedings with claims amounting to nearly EUR 30.7 million are still pending while claims of 21 plaintiffs have been finally rejected by the courts and additional 145 plaintiffs have withdrawn their claims. Out of 21 final rejection cases, two of them have been accepted for review by the Slovenian Supreme Court and in both such cases the Supreme Court upheld the judgments by which the lower courts rejected the plaintiff's claims. As certain Affected Investors publicly announced claims exceeding such amount and since there is a possibility that NLB has not yet been notified of all the legal proceedings initiated against it, this amount may increase in the course of time and such additional claims may be material. Based on information obtained from the courts, NLB understands that the amount of these additional claims could exceed EUR 40 million."

- 3.8 The second bullet point of the seventh paragraph under the sub-heading "***Other material proceedings, actual or threatened***" on page 207 under the heading "**LEGAL AND ADMINISTRATIVE PROCEEDINGS**" on page 204 of the Prospectus shall be deleted in its entirety and replaced by the following:

"A claim against NLB Komercijalna Banka, Beograd (now NLB Banka ad Beograd) in an amount equivalent to approximately EUR 14.7 million was filed, relating to the payment on account of an acquisition without grounds for the obligation under the bank guarantee and the payment of damages for not initiating the purchase proceeding of the shares and demanding payment under the bank guarantee. The bank allegedly misled the client (a natural person) by violating the code of business ethics to carry out a tax eviction by postponing the execution of the contract and by claiming that there were no opportunities to trade shares and that, as a result, the bank's guarantee could not be activated nor the purchase price for the shares be paid under the guarantee. Consequently, the plaintiff did not initiate the procedure of selling the shares and therefore claims to have suffered damage which he is trying to collect in this procedure. The court ruled in favour of NLB Komercijalna Banka, Beograd. The court of appeal rejected the plaintiff's appeal as unfounded. The plaintiff filed a revision against the second instance decision. By the Supreme Court ruling the plaintiff's appeal was rejected as unfounded and the decision in favour of NLB Komercijalna Banka, Beograd was confirmed. The plaintiff has filed a constitutional complaint."

- 3.9 The first and the second paragraph under the heading "**NO MATERIAL ADVERSE OR SIGNIFICANT CHANGE**" on page 210 shall be deleted in their entirety and replaced by the following:

"There has been no material adverse change in the prospects of NLB or the NLB Group since 31 December 2025.

There has been no significant change in the financial position or performance of NLB and the NLB Group, which has occurred since 30 June 2026."

4. **Changes to the section "Information Incorporated by Reference"**

- 4.1 The table on pages 224 et seqq. of the Prospectus, under the heading "**INFORMATION INCORPORATED BY REFERENCE**", shall be deleted in its entirety and replaced by the following:

"

Document/Heading	Page reference in the relevant document
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The following sections of the English language version of the NLB Group Interim Report January – June 2026, containing the unaudited condensed financial statements of the Issuer in respect of the six months ended 30 June 2026;

Source:

<https://www.nlbgroup.com/content/dam/nlb/nlb-group/documents/investor-relations/financial-reports/2026/h1/NLB-Group-Interim-Report-January%E2%80%93June-2026.pdf>

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The following sheet tabs of the NLB Group - Key Financials H1 2026 table, containing, inter alia, the unaudited standalone and consolidated financial statements of the Issuer in respect of the six months ended 30 June 2026;

Source:

<https://www.nlbgroup.com/content/dam/nlb/nlb->

[group/documents/investor-relations/financial-reports/2026/h1/Condensed_financial_statements.pdf](https://www.nlbgroup.com/content/dam/nlb/nlb-group/documents/investor-relations/financial-reports/2026/h1/Condensed_financial_statements.pdf)

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The following sections of the English language version of the NLB Group Interim Report Q1 2026, containing, *inter alia*, the unaudited consolidated financial statements of the Issuer in respect of the three months ended 31 March 2026:

Source:

<https://www.nlbgroup.com/content/dam/nlb/nlb-group/documents/investor-relations/financial-reports/2026/q1/NLB-Group-Interim-Report-January-March2026.pdf>

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The following sections of the English language version of the NLB Group Annual Report, containing, *inter alia*, alternative performance indicators, the audited consolidated financial statements of the Issuer and the independent auditor's report thereon, in respect of the financial year or the year ended 31 December 2025:

Source:

https://www.nlbgroup.com/content/dam/nlb/nlb-group/documents/investor-relations/financial-reports/2025/ye2025/NLB-Group-Annual-Report-2025_ENG.pdf

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The following sections of the English language version of the NLB Group Annual Report, containing, *inter alia*, alternative performance indicators, the audited consolidated financial statements of the Issuer and the independent auditor's report thereon, in respect of the financial year or the year ended 31 December 2024:

Source:

<https://www.nlbgroup.com/content/dam/nlb/nlb-group/documents/investor-relations/financial-reports/2024/NLB%20Group%20Annual%20Report%202024.pdf>

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Euro Medium Term Note Programme Prospectus dated 17 May 2024

Source:

<emtn-prospectus-2024-05-17.pdf> (nlbgroup.com)

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Euro Medium Term Note Programme Prospectus dated 15 June 2023	

Source:

<https://www.nlb.si/nlb/nlb-portal/eng/investor-relations/debt-instruments/emtn-prospectus>

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Source:

<https://www.nlbgroup.com/content/dam/nlb/nlb-group/documents/investor-relations/fixed-income/nlb-dip-2024-firsts-supplement-dated-10-january-2025.pdf>

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"

- 4.2 On page 226 of the Prospectus, under the heading "**INFORMATION INCORPORATED BY REFERENCE**", the second paragraph after the table shall be replaced by the following:

"For the avoidance of doubt, such parts of the NLB Group Interim Report Q1 2026, the NLB Group Interim Report January-June 2026 and the annual reports for the fiscal year ended 31 December 2024 and 31 December 2025 respectively, which are not explicitly listed in the tables above, are not incorporated by reference into this Prospectus as these parts are either not relevant for the investor or covered elsewhere in this Prospectus."