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31 August 2021

THE REPUBLIC OF SLOVENIA ANNOUNCES TENDER OFFERS FOR EACH OF ITS OUTSTANDING €1,250,000,000 2.250 PER CENT. NOTES DUE 2022 AND €2,230,000,000 0.200 PER CENT. NOTES DUE 2023

The Republic of Slovenia (the “**Issuer**” or the “**Republic**”), announces today its invitations to eligible holders (subject to the offer restrictions referred to below) of its outstanding (i) €1,250,000,000 2.250 per cent. Notes due 2022 (ISIN: SI0002103453) (the “**2022 Notes**”) and/or (ii) €2,230,000,000 0.200 per cent. Notes due 2023 (ISIN: SI0002103974) (the “**2023 Notes**” and, together with the 2022 Notes, the “**Notes**” and each a “**Series**”) to tender their Notes for purchase by the Issuer for cash (each an “**Offer**” and, together, the “**Offers**”).

The Offers are made on the terms and subject to the conditions set out in the Tender Offer Memorandum dated 31 August 2021 (the “**Tender Offer Memorandum**”).

Copies of the Tender Offer Memorandum are available from the KDD - Centralna klirinško depotna družba, d.o.o. (the “**KDD**”). Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

	ISIN	Outstanding Nominal Amount	Maximum Purchase Yield	Purchase Yield
2022 Notes	SI0002103453	€1,250,000,000	-0.70 per cent.	To be determined pursuant to a modified Dutch auction
2023 Notes	SI0002103974	€2,230,000,000	-0.70 per cent.	

For information purposes only, the 2022 Notes Purchase Price, determined in the manner described in the Tender Offer Memorandum and on the basis of the 2022 Notes Purchase Yield being the Maximum Purchase Yield for the 2022 Notes, will be 101.553 per cent. if the Settlement Date is 15 September 2021. Should the Settlement Date differ from 15 September 2021, the 2022 Notes Purchase Price will be recalculated, all as further described in the Tender Offer Memorandum.

For information purposes only, the 2023 Notes Purchase Price, determined in the manner described in the Tender Offer Memorandum and on the basis of the 2023 Notes Purchase Yield being the Maximum Purchase Yield for the 2023 Notes, will be 101.398 per cent. if the Settlement Date is 15 September 2021. Should the Settlement Date differ from 15 September 2021, the 2023 Notes Purchase Price will be recalculated, all as further described in the Tender Offer Memorandum.

Rationale for the Offers

The Issuer is making the Offers (subject to the New Financing Condition (as defined below)) as part of the Republic of Slovenia’s effective management of its Central Government debt.

Details of the Offers

Determination of Purchase Prices

In respect of each Series, the Issuer will pay for the Notes of the relevant Series validly tendered and accepted by it for purchase pursuant to the relevant Offer a purchase price (expressed as a percentage (rounded to three decimal points) of the nominal amount of Notes of such Series) (each a “**Purchase Price**”) to be determined in the manner described in the Tender Offer Memorandum by reference to:

- (a) in the case of the 2022 Notes, a purchase yield (such purchase yield, the “**2022 Notes Purchase Yield**”); and

- (b) in the case of the 2023 Notes, a purchase yield (such purchase yield, the “**2023 Notes Purchase Yield**” and, together with the 2022 Notes Purchase Yield, the “**Purchase Yields**” and each a “**Purchase Yield**”),

with each Purchase Yield to be determined pursuant to a modified Dutch auction procedure, as described in the Tender Offer Memorandum (the “**Modified Dutch Auction Procedure**”).

Each Purchase Price will be determined in accordance with market convention and expressed as a percentage (rounded to three decimal points) of the nominal amount of the Notes of the relevant Series, and is intended to reflect a yield to maturity of the Notes of such Series on the Settlement Date equal to the relevant Purchase Yield.

Modified Dutch Auction Procedure

Under the Modified Dutch Auction Procedure, the Issuer will determine, in its sole and absolute discretion, following expiration of the relevant Offer, (i) the aggregate nominal amount of Notes of the relevant Series (if any) it will accept for purchase pursuant to the relevant Offer (each such amount, a “**Series Acceptance Amount**”) and (ii) a single Purchase Yield (expressed as a percentage) that it will use in the calculation of the Purchase Price for the Notes of such Series.

The Purchase Yield applicable to a Series will not be greater than:

- (a) -0.70 per cent., in the case of the 2022 Notes; and
- (b) -0.70 per cent., in the case of the 2023 Notes,

(each a “**Maximum Purchase Yield**”), and will otherwise be the highest purchase yield that will enable the Issuer to purchase the Series Acceptance Amount for such Series pursuant to the relevant Offer.

The Issuer is not under any obligation to accept for purchase any Notes tendered pursuant to the relevant Offer. The acceptance for purchase by the Issuer of Notes tendered pursuant to the relevant Offer is at the sole and absolute discretion of the Issuer and tenders may be rejected by the Issuer for any, or no, reason.

The Issuer will determine, in its sole and absolute discretion, following expiration of the Offers, the aggregate nominal amount of Notes (if any) it will accept for purchase pursuant to the Offers (the final amount accepted for purchase pursuant to the Offers being the “**Final Acceptance Amount**”). The Issuer will determine the allocation of the Final Acceptance Amount between each Series in its sole and absolute discretion, and reserves the right to accept significantly more or less (or none) of the Notes of any Series as compared to any other Series.

New Financing Condition

The Issuer is not under any obligation to accept for purchase any Notes tendered pursuant to the relevant Offer. The acceptance for purchase by the Issuer of Notes tendered pursuant to the relevant Offer is at the sole and absolute discretion of the Issuer and tenders may be rejected by the Issuer for any, or no, reason.

The Issuer announced on 31 August 2021 its intention to issue new euro denominated notes (the “**New Notes**”). Whether the Issuer will accept for purchase Notes validly tendered in the relevant Offer is subject (unless such condition is waived by the Issuer in its sole and absolute discretion), without limitation, to the successful completion of the issue(s) of the New Notes or such other financing as the Issuer may determine on terms acceptable to it (in each case as determined by the Issuer in its sole and absolute discretion) (the “**New Financing Condition**”).

When considering any potential allocation of New Notes, the Issuer's intention is to give preference to those investors who have validly tendered or indicated a firm intention to tender the Notes pursuant to the Offers.

Accrued Interest

The Issuer will also pay an Accrued Interest Payment in respect of Notes of the relevant Series accepted for purchase pursuant to the relevant Offer.

Tender Instructions

Tender Instructions may be submitted on a "non-competitive" or a "competitive" basis as follows:

- a **"Non-Competitive Tender Instruction"** is a Tender Instruction that either (i) does not specify a purchase yield for the relevant Notes, or (ii) specifies a purchase yield greater than or equal to the relevant Maximum Purchase Yield. Each Non-Competitive Tender Instruction, whether falling within (i) or (ii) above, will be deemed to have specified the relevant Maximum Purchase Yield for the relevant Notes; and
- a **"Competitive Tender Instruction"** is a Tender Instruction that specifies a purchase yield of less than the relevant Maximum Purchase Yield. Purchase yields may only be specified in increments of 0.01 per cent. below the relevant Maximum Purchase Yield in such Competitive Tender Instructions.

Scaling

If the Issuer accepts any Notes of a Series for purchase pursuant to the relevant Offer and the aggregate nominal amount of the Notes of such Series validly tendered pursuant to Non-Competitive Tender Instructions (as defined above) is greater than the relevant Series Acceptance Amount, the Issuer intends to accept such Notes for purchase (subject to the satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date) on a *pro rata* basis such that the aggregate nominal amount of such Notes accepted for purchase is no greater than the relevant Series Acceptance Amount. In such circumstances, the relevant Purchase Yield will be the relevant Maximum Purchase Yield, and the Issuer will not accept for purchase any Notes of such Series tendered pursuant to Competitive Tender Instructions (as defined above).

If (other than as described in the preceding paragraph) the aggregate nominal amount of Notes of a Series validly tendered (i) pursuant to Non-Competitive Tender Instructions and (ii) pursuant to Competitive Tender Instructions that specify a purchase yield that is greater than or equal to the relevant Purchase Yield, is greater than the relevant Series Acceptance Amount, the Issuer intends to accept for purchase (subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date) (A) first, all Notes of such Series tendered pursuant to Non-Competitive Tender Instructions in full, (B) second, all Notes of such Series tendered pursuant to Competitive Tender Instructions that specify a purchase yield above the relevant Purchase Yield in full and (C) third, all Notes of such Series tendered at the relevant Purchase Yield on a *pro rata* basis such that the aggregate nominal amount of Notes of such Series accepted for purchase is no greater than the relevant Series Acceptance Amount. For the avoidance of doubt, the Issuer will not accept any Notes tendered for purchase at a purchase yield below the relevant Purchase Yield.

Participation in the Offers

In order to participate in, and be eligible to receive the relevant Purchase Price (and Accrued Interest Payment) pursuant to, the relevant Offer, Noteholders must validly tender their Notes by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the KDD by the Expiration Deadline.

Tender Instructions must be submitted in respect of a minimum nominal amount of Notes of the relevant Series of no less than the minimum denomination of each Series (being €1,000), and may thereafter be

submitted in multiples of €1,000. A Tender Instruction submitted by a Direct Participant in respect of each Series on behalf of multiple beneficial owners of Notes which hold such Notes, directly or indirectly, in an account operated by such Direct Participant on their behalf must set out the instructions of each such beneficial owner separately.

Tender Instructions will be irrevocable except in the limited circumstances described in the Tender Offer Memorandum.

The Issuer is not under any obligation to accept for purchase any Notes tendered pursuant to the relevant Offer. Tenders of Notes for purchase may be rejected in the sole and absolute discretion of the Issuer for any reason and the Issuer is not under any obligation to Noteholders to furnish any reason or justification for refusing to accept a tender of Notes for purchase. For example, tenders of Notes for purchase may be rejected if the relevant Offer is terminated, if the relevant Offer does not comply with the relevant requirements of a particular jurisdiction or for any other reason.

Indicative Timetable for the Offers

Events	Times and Dates
<i>Commencement of the Offers</i>	31 August 2021
<i>Expiration Deadline</i>	2.00 p.m. (CET) on 7 September 2021
<i>Announcement of Results</i>	At or around 10.00 a.m. (CET) on 8 September 2021
<i>Settlement Date</i>	15 September 2021

The Issuer may, acting in its sole and absolute discretion, extend, re-open, amend, waive any condition of and/or terminate any Offer at any time (subject to applicable law and as provided in the Tender Offer Memorandum), and the above times and dates are subject to the Issuer's right, acting in its sole and absolute discretion, to extend, re-open, amend and/or terminate any Offer.

*Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, any Offer before the deadlines specified above and in the Tender Offer Memorandum. **The deadlines set by other central securities depositories or other intermediaries (including, but not limited to Clearstream, Luxembourg and Euroclear) for the submission of Tender Instructions will be earlier than the relevant deadlines specified above and in the Tender Offer Memorandum.***

Unless stated otherwise, announcements in connection with the Offers will be made (i) by publication on the website of the Ljubljana Stock Exchange at seonet.ljse.si and (ii) by the delivery of notices to the KDD for communication to Direct Participants. Such announcements may also be made on the relevant Reuters Insider Screen and/or by the issue of a press release to a Notifying News Service. Copies of all such announcements, press releases and notices can also be obtained upon request from the KDD, the contact details for which are below. Significant delays may be experienced where notices are delivered to the Direct Participants and/or intermediaries and Noteholders are urged to contact the KDD for the relevant announcements during the course of the Offers. In addition, Noteholders may contact the Dealer Managers for information using the contact details below.

The Issuer reserves the right, subject to applicable law, to purchase any of its outstanding debt securities from time to time, whether by way of public tender, open market purchases, privately negotiated transactions

or otherwise. Any such purchase would be upon such terms and at such prices as the Issuer may determine, and may (where permitted by applicable law or regulation) be on an undisclosed basis. Whilst the Issuer will not purchase any Notes during the period of the Offers (other than pursuant to the Offers themselves), Noteholders are advised that it may purchase any of its other outstanding debt securities during the period of the Offers.

Noteholders are advised to read carefully the Tender Offer Memorandum for full details of and information on the procedures for participating in the Offers.

Barclays Bank Ireland PLC, BNP Paribas, Deutsche Bank Aktiengesellschaft, HSBC Continental Europe and J.P. Morgan AG are acting as Dealer Managers.

Questions and requests for assistance in connection with the Offers may be directed to any Dealer Manager.

Dealer Managers

Barclays Bank Ireland PLC

One Molesworth Street
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J.P. Morgan AG

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Questions and requests for assistance in connection with the delivery of Tender Instructions may be directed to the KDD. Copies of the Tender Offer Memorandum or related documents may also be obtained, free of charge, from the KDD.

KDD

KDD - Centralna klirinško depotna družba, d.o.o.

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Slovenia

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Attention: Iztok Kovač

DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offers. If you are in any doubt as to the contents of this announcement or the Tender Offer Memorandum or the action you should take, you are recommended to seek your own financial and legal advice, including as to any tax consequences, immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the Offers. None of the Dealer Managers, the KDD or the Issuer makes any recommendation as to whether Noteholders should tender Notes for purchase pursuant to the Offers.

OFFER AND DISTRIBUTION RESTRICTIONS

Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes in the Offers will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require an Offer to be made by a licensed broker or dealer and any of the Dealer Managers or any of the Dealer Managers' respective affiliates is such a licensed broker or dealer in any such jurisdiction, that Offer shall be deemed to be made by such Dealer Manager or affiliate, as the case may be, on behalf of the Issuer in such jurisdiction.

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by the Issuer and the Dealer Managers to inform themselves about, and to observe, any such restrictions.

United States

Neither this announcement nor the Tender Offer Memorandum is an offer to buy or sell, or a solicitation of an offer to sell or buy, any New Notes or other securities in the United States. Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the United States Securities Act of 1933, as amended (the “**Securities Act**”). The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

Italy

None of the Offers, this announcement, the Tender Offer Memorandum or any other document or materials relating to the Offers have been submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) pursuant to Italian laws and regulations. Each Offer is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Italian Financial Services Act**”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Holders or beneficial owners of the Notes that are located in the Republic of Italy can tender Notes for purchase in the Offers through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Italian Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes or the Offers.

United Kingdom

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offers 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 (the “**FSMA**”). 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 may be exempt from the restriction on financial promotion under section 21 of the FSMA pursuant to Article 34 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”) or on the basis that any such communication is only directed at and may only be communicated to persons to whom these documents and/or materials may lawfully be communicated in accordance with the Financial Promotion Order.

France

Neither this announcement, the Tender Offer Memorandum and any other offering material relating to the Offer may be distributed in France only to qualified investors (*investisseurs qualifiés*) as defined in Article 2(e) of Regulation (EU) 2017/1129. Neither this announcement nor the Tender Offer Memorandum, nor any other such offering material has not been and will not be submitted for clearance to, nor approved by the *Autorité des Marchés Financiers*.

Belgium

None of this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Offers have been or will be notified to, and none of this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Offers have been or will be approved by, the Belgian Financial Services and Markets Authority (*Autoriteit voor Financiële Diensten en Markten/Autorité des Services et Marchés Financiers*). The Offers may therefore not be made in Belgium by way of a public takeover bid (*openbaar overnamebod/offre publique d'acquisition*) as defined in Article 3 of the Belgian law of 1 April 2007 on public takeover bids, as amended (the “**Belgian Takeover Law**”), save in those circumstances where a private placement exemption is available.

The Offers are conducted exclusively under applicable private placement exemptions. The Offers may therefore not be advertised and the Offers will not be extended, and none of this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Offers have been or will be distributed or made available, directly or indirectly, to any person in Belgium other than (i) to qualified investors within the meaning of Article 2(e) of Regulation (EU) 2017/1129 and (ii) in any circumstances set out in Article 6, §4 of the Belgian Takeover Law.

This announcement and the Tender Offer Memorandum has been issued for the personal use of the above-mentioned qualified investors only and exclusively for the purpose of the Offers.