# NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE SUCH DISTRIBUTION WOULD BE UNLAWFUL.

16 February 2022

THE REPUBLIC OF SLOVENIA ANNOUNCES INDICATIVE SERIES ACCEPTANCE AMOUNTS, USD NOTES CLEARING SPREADS AND EUR NOTES PURCHASE YIELDS FOR THE PURPOSES OF ITS TENDER OFFERS FOR EACH OF ITS OUTSTANDING U.S.\$2,500,000,000 5.850 PER CENT. NOTES DUE 2023 (OF WHICH U.S.\$133,167,000 IS CURRENTLY OUTSTANDING), U.S.\$2,642,966,000 5.250 PER CENT. NOTES DUE 2024 (OF WHICH U.S.\$2,000,000,000 IN AGGREGATE NOMINAL AMOUNT WAS ISSUED ON 18 FEBRUARY 2014, U.S.\$528,789,000 IN AGGREGATE NOMINAL AMOUNT WAS ISSUED ON 27 SEPTEMBER 2017 AND U.S.\$114,177,000 IN AGGREGATE NOMINAL AMOUNT WAS ISSUED ON 7 MARCH 2018, AND OF WHICH U.S.\$1,250,000,000 IS CURRENTLY OUTSTANDING), €2,230,000,000 0.200 PER CENT. NOTES DUE 2023 (OF WHICH €2,063,152,000 IS CURRENTLY OUTSTANDING) AND €1,500,000,000 4.625 PER CENT. NOTES DUE 2024) (OF WHICH €1,500,000,000 IS CURRENTLY OUTSTANDING)

Further to its announcement on 9 February 2022, The Republic of Slovenia (the "Issuer"), announces today a non-binding indication of the level at which it expects to set each Series Acceptance Amount and, in the case of USD Notes, the USD Notes Clearing Spread for each Series of USD Notes and, in the case of EUR Notes, the EUR Notes Purchase Yield for each Series of EUR Notes, for the purposes of its invitations to eligible holders of its outstanding (i) U.S.\$2,500,000,000 5.850 per cent. Notes due 2023 (ISIN: XS0927637818/US831594AD88) (of which U.S.\$133,167,000 is currently outstanding) (the "USD 2023 U.S.\$2,642,966,000 Notes") and/or (ii) 5.250 per cent. Notes due 2024 (ISIN: XS0982709221/US831594AG10) (of which U.S.\$2,000,000,000 in aggregate nominal amount was issued on 18 February 2014, U.S.\$528,789,000 in aggregate nominal amount was issued on 27 September 2017 and U.S.\$114,177,000 in aggregate nominal amount was issued on 7 March 2018, and of which U.S.\$1,250,000,000 is currently outstanding) (the "USD 2024 Notes" and, together with the USD 2023 Notes, the "USD Notes") and/or (iii) €2,230,000,000 0.200 per cent. Notes due 2023 (ISIN: SI0002103974) (of which €2,063,152,000 is currently outstanding) (the "EUR 2023 Notes") and/or (iv) €1,500,000,000 4.625 per cent. Notes due 2024 (ISIN: SI0002102984) (of which €1,500,000,000 is currently outstanding) (the "EUR 2024 Notes" and, together with the EUR 2023 Notes, the "EUR Notes", and the EUR Notes together with the USD Notes, the "Notes" and each a "Series") to tender their Notes for purchase by the Issuer for cash (each such invitation an "Offer" and, together, the "Offers").

The Offers were made on the terms and subject to the conditions set out in the Tender Offer Memorandum dated 9 February 2022 (the "**Tender Offer Memorandum**"). Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

## Announcement of indicative Series Acceptance Amounts, USD Notes Clearing Spreads and EUR Notes Purchase Yields

As at the Expiration Deadline of 5.00 p.m. (CET) on 15 February 2022, the Issuer had received valid tenders for purchase of (i) in the case of the USD Notes, U.S.\$604,279,000 in aggregate nominal amount of the USD Notes and (ii) in the case of EUR Notes, €53,106,000 in aggregate nominal amount of the EUR Notes.

In the event that the Issuer decides to accept valid tenders of Notes pursuant to the Offers, subject to satisfaction or waiver of the New Financing Condition, it expects to set the Series Acceptance Amount for the USD 2023 Notes at U.S.6,752,000, the Series Acceptance Amount for the USD 2024 Notes at U.S.575,985,000, the Series Acceptance Amount for the EUR 2023 Note at 1,946,000 and the Series Acceptance Amount for EUR 2024 Notes at 63,095,000.

USD Notes

In the case of USD Notes, on the basis of each such Series Acceptance Amount, the Issuer expects to set the USD 2023 Notes Clearing Spread at the USD Notes Maximum Purchase Spread for the USD 2023 Notes, being +5 basis points, and the USD 2024 Notes Clearing Spread at the USD Notes Maximum Purchase Spread for the USD 2024 Notes, being +15 basis points. Accordingly, the Issuer expects to accept all USD Notes tendered pursuant to valid Non-Competitive Tender Instructions without any *pro rata* scaling. The Issuer does not expect to accept for purchase any USD Notes tendered pursuant to valid Competitive Tender Instructions.

Noteholders should note that this is a non-binding indication of the level at which the Issuer expects to set the relevant Series Acceptance Amounts and USD Notes Clearing Spreads.

## EUR Notes

In the cases of EUR Notes, on the basis of each such Series Acceptance Amount, the Issuer expects to set the EUR 2023 Notes Purchase Yield at the EUR Notes Maximum Purchase Yield for the EUR 2023 Notes, being -0.60 per cent., and the EUR 2024 Notes Purchase Yield at the EUR Notes Maximum Purchase Yield for the EUR 2024 Notes, being -0.25 per cent.. Accordingly, the Issuer expects to accept all EUR Notes tendered pursuant to valid Non-Competitive Tender Instructions without any *pro rata* scaling. The Issuer does not expect to accept for purchase any EUR Notes tendered pursuant to valid Competitive Tender Instructions.

Noteholders should note that this is a non-binding indication of the level at which the Issuer expects to set the relevant Series Acceptance Amounts and EUR Notes Purchase Yield.

## Pricing

Pricing in respect of the Offers relating to USD Notes will take place at or around 2.30 p.m. (CET) today, 16 February 2022. As soon as reasonably practicable after the Pricing Time, the Issuer will announce whether it will accept, subject to satisfaction or waiver of the New Financing Condition on or prior to the Settlement Date, valid tenders of Notes pursuant to any of the Offers and, if so accepted, the EUR Notes Final Acceptance Amount, each Series Acceptance Amount, each USD Notes Clearing Spread, each EUR Notes Purchase Yield and the final pricing details for the Offers.

Barclays Bank Ireland PLC, BNP Paribas, Crédit Agricole Corporate and Investment Bank, Deutsche Bank Aktiengesellschaft, Erste Group Bank AG and J.P. Morgan SE are acting as Dealer Managers and Lucid Issuer Services Limited is acting as Information and Tender Agent.

#### **Dealer Managers**

**Barclays Bank Ireland PLC** 

One Molesworth Street Dublin 2 Ireland DO2 RF29

Attention: Liability Management Group Email: eu.lm@barclays.com

> *In the United States*: Toll-free: +1 (800) 438 3242 Collect: +1 (212) 528 7581

#### Crédit Agricole Corporate and Investment Bank

12, place des Etats-Unis, CS 70052 92547 Montrouge Cedex France

Telephone: +44 20 7214 5733 Attention: Liability Management Email: liability.management@ca-cib.com

> *In the United States:* Toll-free: + 1 866-807-6030 Collect: + 1 212-261-7802

Erste Group Bank AG Am Belvedere 1 1100 Vienna Austria

Telephone: +43 (0)5 0100 84054 Attention: OU 0196 0604 FIG a. SSA Capital Markets Email: FISyndicate0604@erstegroup.com **BNP Paribas** 16, boulevard des Italiens 75009 Paris France

Telephone: +33 1 55 77 78 94 Attention: Liability Management Group Email: liability.management@bnpparibas.com

> Deutsche Bank Aktiengesellschaft Mainzer Landstr. 11-17 60329 Frankfurt am Main Germany

Telephone: +44 20 7545 8011 Attention: Liability Management Group

> *In the United States:* Toll-free: +1 (866) 627 0391 Collect: +1 (212) 250 2955

J.P. Morgan SE Taunustor 1 (TaunusTurm) 60310 Frankfurt am Main

Germany Telephone: +44 20 7134 2468 Attention: Liability Management Email: em\_europe\_lm@jpmorgan.com

#### Information and Tender Agent

Lucid Issuer Services Limited The Shard 32 London Bridge Street London SE1 9SG United Kingdom

Telephone: + 44 20 7704 0880 Email: slovenia@lucid-is.com Attention: Jacek Kusion / David Shilson Website: https://deals.lucid-is.com/slovenia

**DISCLAIMER** This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire or sell any securities is being made pursuant to this announcement. 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, the Dealer Managers and the Information and Tender Agent to inform themselves about, and to observe, any such restrictions.