

FINAL TERMS

21 May 2020

Nova Green Finance, a. s.

Total Volume of the Issue: USD 10,000,000

Name of the Bonds: Dlhopisy NGF USD 2023 I

issued under the Bond Insurance Programme under the Base Prospectus dated 27 April 2020

ISIN: SK4000017257

These Final Terms prepared for the purposes 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, shall be assessed and construed in conjunction with the base prospectus (the **Base Prospectus**) to the debt securities issuance programme of EUR 60,000,000, which will be continuously or repeatedly issued by **Nova Green Finance, a. s.**, with its registered office at Plynárenská 7/A, 821 09 Bratislava – mestská časť Ružinov, Slovak Republic, Identification No. (IČO): 50 335 588, LEI: 097900BHCB0000067044, registered in the Commercial Register of the District Court Bratislava I, section: Sa, insert No.: 6388/B (the **Issuer**) and any amendment thereto in order to obtain all relevant information. The Final Terms, including the defined terms used, must be read in conjunction with the Common Terms included in the Base Prospectus. The risk factors associated with the Issuer and the Bonds are set out in Section 2. of the Base Prospectus headed “*Risk Factors*”.

The Base Prospectus and Supplements (if any) to the Base Prospectus are available in the electronic form in the designated part of the website of the Issuer: www.novagreenfinance.eu. The information regarding the Issuer, the Bonds and their offer is only complete when read in conjunction with these Final Terms and the Base Prospectus. A Summary of the Issue is attached to these Final Terms.

The Base Prospectus was approved by the National Bank of Slovakia by its decision 100-000-228-746 / NBS1-000-049-252 dated 5 May 2020.

If the Final Terms are translated into another language and there is a dispute regarding their interpretation, the wording in the Slovak language shall prevail.

MiFID II Product Governance / Eligible Counterparties, Professional Investors and Retail Investors Target Market

Solely for the purpose of product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is eligible counterparties, professional clients retail clients, each as defined Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, as amended (**MiFID II**) and (ii) all channels for distribution of the Bonds are appropriate, including investment advice, portfolio management, non-advised sales and pure execution services. Any person subsequently offering, selling or recommending the Bonds (a **Distributor**) should take into consideration manufacturer’s target market assessment, however a Distributor subject to MiFID II rules is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

PART A: SUPPLEMENTS TO THE TERMS AND CONDITIONS OF THE BONDS

This part of the Final Terms together with the Common Terms shall constitute the terms and conditions of the relevant Issue.

8.1 Information about securities

2. Class, name, total principal amount, issue price, issue date and admission to trading of the security

Name:	Dlhopisy NGF USD 2023 I
ISIN:	SK4000017257
FISN:	NovGreFin/5 BD 20230522
Total Volume of the Issue:	USD 10,000,000
Issue Price:	100.00%
Information about the Accrued Interest:	After the Issue Date the Issue Price will be each day increased by accrued interest.
Issue Date:	22 May 2020

3. Form, type and principal amount of the Bonds

Currency:	USD
Principal Amount:	USD 1,000

10. Interest income

Determination of the Interest Income:	5.00% p.a.
Interest Rate or Reference Rate and Margin:	–
Bonds without Payment of Interest Income (zero coupon):	–
Reference Rate Setting Deadline:	–
Interest Income Payment Frequency:	annually
Interest Income Payment Date:	22 May each year
First Interest Income Payment Date:	22 May 2021
Screen Page:	–
Convention:	30E/360

11. Redemption and buy-back

Final Maturity Date:	22 May 2023
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12. Payment terms

Financial Centre:	Bratislava, TARGET
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PART B: SUPPLEMENTATIONS OF THE TERMS AND CONDITIONS OF THE OFFER AND OTHER INFORMATION

8.2 Terms and Conditions of the Offer

Bond Placement Agreement:	Activities related to the subscription of the Bonds will be provided by Arca Brokerage House o.c.p. a.s., BBC V, Plynárenská 7 / A, 824 63 Bratislava, Slovak Republic and WIENER PRIVATBANK, Parkring 12, 1010 Vienna, Austria.
Type of Offer:	in a public offer in the Slovak Republic and Austria
Offer is Addressed to:	individuals and legal entities
Offer Commencement Date:	22 May 2020
Offer Termination Date:	20 November 2020
Terms and Conditions of the Public Offer	
Minimum and Maximum Amount of the Order:	–
Information about Expenses Charged to Investors:	In connection with the investment into the Bonds, Investors may be charged fees up to 5.00% of the Principal Amount of the Bonds.
Manner of Satisfying Orders:	Investors investing in the Bonds will be satisfied in accordance with the time they submitted their orders. Once the Total Volume of the Issue has been sold, no further orders will be accepted or satisfied.
Right to Reject Orders:	The Issuer does not reserve the right to reject orders.

8.3 Additional information

Information about Other Advisors:	–
Description of Other Interests:	<p>Issuer and Arca Brokerage House o.c.p. a.s., BBC V, Plynárenská 7/A, 824 63 Bratislava, Slovak Republic and Issuer and WIENER PRIVATBANK, Parkring 12, 1010 Vienna, Austria signed agreements related to subscription of the Bonds.</p> <p>Arca Brokerage House o.c.p. a.s., BBC V, Plynárenská 7/A, 824 63 Bratislava, Slovak Republic and WIENER PRIVATBANK, Parkring 12, 1010 Vienna, Austria have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.</p> <p>Unless stated above, as far as the Issuer is aware, no other person has an interest material to the issue / offer of the Notes.</p>
Information about Yield to Maturity:	5.00% p.a. (excluding expenses)
Estimated Net Proceeds of the Issue:	USD 9,500,000

Estimated Commission for Placement:	up to 5.00%
Third-party Information and Expert Reports:	–

In Bratislava on 21 May 2020.

Rastislav Velič
Chairman of the Board of Directors
Nova Green Finance, a. s.