

ISSUE SPECIFIC SUMMARY

A. Introduction, containing warnings

Warnings

This summary (**Summary**) should be read as an introduction to the base prospectus dated 27 April 2020 (the **Prospectus**) prepared in relation to the EUR 60,000,000 debt issuance programme (**Programme**) of Nova Green Finance, a. s. (**Issuer**).

Any decision by the investor to invest in debt securities (**Bonds**) should be based on an assessment of the Prospectus as a whole, including the Final Terms and any amendments thereto.

Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investors might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated.

Civil liability attaches only to those persons who have tabled this Summary including any translation thereof, but only where this Summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such Bonds.

Introduction

Name and securities identification number:	Dlhopisy NGF USD 2023 I SK4000017257
Issuer:	Nova Green Finance, a. s., Plynárenská 7/A, 821 09 Bratislava, Slovak Republic, LEI: 097900BHCB0000067044 www.novagreenfinance.eu
Competent authority:	The National Bank of Slovakia (Národná banka Slovenska), Imricha Karvaša 1, 813 25 Bratislava, Slovak Republic, e-mail: info@nbs.sk , tel. +421 2 5787 1111
Date of approval of the Prospectus:	5 May 2020

B. 1 Key information on the Issuer

Who is the Issuer of the Notes?

Legal form:	The Issuer was established as a Slovak joint-stock company under the laws of the Slovak Republic.
Principal activities:	The Issuer is a company established for the purposes of issuing bonds and providing intra-group credits and loans or other forms of financing to related companies in the Arca Group.
Major shareholder:	The only shareholder of the Issuer is Arca Capital Slovakia a.s., which is thus the controlling person and the direct owner of a 100% share in the share capital and voting rights in the Issuer.
Identity of key managing directors:	Rastislav Velič
Identity of statutory auditors:	FS consulting, s.r.o., Cintorínska 21, 811 08 Bratislava, Slovak Republic.

What is the key financial information regarding the Issuer?

Profit and loss statement:	Audited individual profit and loss statement prepared in accordance with SAS (in EUR)		
		2019	2018
	Turnover	1,105,165	1,161,111
	Profit before tax	206,489	155,651
		<u>157,247</u>	<u>133,710</u>
Balance sheet:	Audited individual balance sheet prepared in accordance with SAS (in EUR)		
		2019	2018
	Net financial debt (long term debt plus short term debt minus cash)	39,349,663	39,353,143
	Total assets	40,667,102	40,594,598
		<u>263,121</u>	<u>105,874</u>
Cash flow statement:	Audited individual cash flow statement prepared in accordance with SAS (in EUR)		
		2019	2018
	Cash flow from operating activity	230,776	22,189,910
	Cash flow from investment activity	- 313,101	- 25,127,917
		<u>2,500</u>	<u>0</u>

What are the key risks that are specific to the Issuer?

- Risk of the Issuer as a special purpose vehicle;
- Risk of indebtedness and crisis of the Issuer;
- Credit risk and dependency of the Issuer on the Arca Group;
- The use of funds obtained from the issue of the Bonds may prove unprofitable;
- Risk associated with the purpose of use of the funds for investments in the NOVA Green Energy Fund;
- The Arca Group may not be able to successfully implement its strategy or achieve its financial targets or investment objectives;
- COVID-19 risk;
- The Arca Group is exposed to risk due to the amount and terms of its debt financing;
- The Arca Group may be subject to litigation claims, liability claims and other disputes;
- The Arca Group faces risks associated with strategic transactions, such as mergers, acquisitions and investments.

C. Key information about the Bonds

What are the main features of the Bonds?

Type, form, ISIN:	unsecured book-entered Bonds, in the bearer form registered in Central Securities Depository of the Slovak Republic (Centrálny depozitár cenných papierov SR, a.s.). Name of Bonds: Dlhopisy NGF USD 2023 I, ISIN: SK4000017257.
Currency, principal amount, maturity:	The Bonds are denominated in USD.

	<p>Principal Amount: USD 1 000</p> <p>Total Volume: USD 10,000,000</p> <p>Maturity: 22 May 2023</p>
Interest Payment:	<p>5.00% p.a., annually</p> <p>The interest income on the Bonds and the Principal Amount will be paid to those persons who are according to the Relevant Records demonstrably Bondholders at the close of business of the Central Depository of the Slovak Republic on the relevant Date of Record.</p> <p>Date of Record means (i) the 30th day preceding the relevant Payment Date other than the Issue Early Maturity Date and (ii) the third Business Day prior to the Issue Early Maturity Date for the purposes of early redemption of the Bonds.</p>
Redemption of the Bonds:	The Bonds shall be redeemed at the Nominal Value on the Maturity Date.
Seniority:	The obligations under the Bonds constitute direct, general, unconditional, unsubordinated and unsecured obligations of the Issuer and rank <i>pari passu</i> without any preference among themselves and at least <i>pari passu</i> with all other direct, general, unsubordinated, and unsecured obligations of the Issuer, present or future, save for the obligations as may be preferred solely due to the mandatory provisions of law and of general application to creditor rights.
Restriction of transferability:	The Bonds are freely transferable.

Where will Bonds be traded?

Stock Exchange:	Application will be made by the Issuer for the Bonds to be admitted to trading on regulated free market of Bratislava Stock Exchange (Burza cenných papierov v Bratislave, a.s., Vysoká 17, 811 06 Bratislava, Slovak Republic).
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What are the key risks that are specific to the Bonds?

<ul style="list-style-type: none"> – Risk associated with fluctuations on the financial instruments markets in the region; – Risk related to the Bonds with a fixed interest rate; – Fees; – Currency risk; – Risk of insufficient liquidity of the Bonds when trading on the secondary market.
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D. Key information on the offer of Bonds to the public and/or admission to trading on a regulated market

Under which conditions and timetable can I invest in these Bonds?

General terms, conditions and expected timetable of the offer:	<p>The Bonds will be offered in Slovakia and Austria.</p> <p>The Bonds will be offered to individuals and legal entities from 22 May 2020 to 20 November 2020. The Issuer Date will be 22 May 2020.</p> <p>Investors can place orders via 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.</p>
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	<p>Investors investing in the Bonds will be satisfied in accordance with the time they submitted their orders. Once the Total Volume has been reached, no further orders will be accepted or satisfied.</p> <p>Issue Price: 100.00%. After the Issue Date the Issue Price will be each day increased by accrued interest.</p>
Estimated expenses charged to investor:	In connection with the subscription of the Bonds, Investors may be charged fees up to 5.00% of the Principal Amount of subscribed Bonds.

Why is the Prospectus / Summary being produced?

Use and estimated net amount of the proceeds:	The Issuer will use net proceeds from the Bonds Issue (at least 50% of the Total Volume of the Bonds) for the acquisition of shares of the NOVA Green Energy Fund. The remaining part of the net proceeds from the Bonds Issue will be used to provide loans or credits to companies of the Arca Group. The stated purpose of using the proceeds is also the reason for the offer of the Bonds. There is no guarantee that the Issuer will issue intended Issue Size.
Date of the underwriting agreement:	There is no firm underwriting in relation to the Bonds offered.
Conflicts of interest:	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.