

**FIRST SUPPLEMENT DATED 27 OCTOBER 2025  
TO THE BASE PROSPECTUS DATED 20 JUNE 2025**



**Cembra Money Bank AG**

*(incorporated with limited liability in Switzerland)*

**CHF 1 billion Auto Covered Bond Programme  
guaranteed as to payments of interest and principal by  
Cembra Auto Finance AG**

*(incorporated with limited liability in Switzerland)*

This supplement (this **Supplement**) to the base prospectus dated 20 June 2025 (the **Base Prospectus**) is prepared in connection with the CHF 1 billion auto covered bond programme established by Cembra Money Bank AG (the **Issuer** or **Cembra**) and guaranteed by Cembra Auto Finance AG (the **Guarantor**). Capitalised terms used but not defined herein have the meanings assigned to such terms in the Base Prospectus.

The Base Prospectus was approved as a base prospectus within the meaning of article 45 of the Swiss Financial Services Act of 15 June 2018, as amended (the **FinSA**) by SIX Exchange Regulation Ltd in its capacity as review body pursuant to article 52 of the FinSA (in such capacity, the **Swiss Review Body**) on 20 June 2025. This Supplement constitutes a supplement within the meaning of article 56 of the FinSA. This Supplement is dated, and has been filed with the Swiss Review Body on, 27 October 2025.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. To the extent that there is any inconsistency between (i) any statement in this Supplement or any statement or information incorporated by reference in the Base Prospectus by this Supplement and (ii) any other statement in, or incorporated by reference in, the Base Prospectus, the statements described in clause (i) above will prevail.

Save for the information contained in the section entitled "*The Guarantor*", the Issuer accepts responsibility for the content of the Base Prospectus as amended or supplemented by this Supplement, and declares that the information contained in the Base Prospectus as amended or supplemented by this Supplement, is, to the best of its knowledge, correct and no material facts or circumstances have been omitted therefrom.

**AMENDMENTS TO THE BASE PROSPECTUS**

With effect from the date of this Supplement, the information appearing in the Base Prospectus shall be amended and/or supplemented in the manner described below.

## Documents Incorporated by Reference

In addition to the documents incorporated by reference in the Base Prospectus that are set forth in the section “*About this Base Prospectus—Documents Incorporated by Reference*” of the Base Prospectus, the following document is incorporated by reference in the Base Prospectus:

the interim report 2025 of Cembra (available on the date of this Supplement at <https://www.cembra.ch/en/investor/investor-relation/reports-and-presentations/financial-reports/>).

## Amendments to the section “*Description of Cembra Money Bank AG*”

The “*Description of Cembra Money Bank AG*” section of the Base Prospectus is hereby amended and restated as follows:

### DESCRIPTION OF CEMBRA MONEY BANK AG

#### 1. General

Cembra is a corporation (*Aktiengesellschaft*) organised under the laws of Switzerland in accordance with article 620 *et seq.* CO. Cembra was founded and registered under the name GE Money AG in the Canton of Zurich on 17 December 2009 and is registered under the register number CHE-115.295.655.

On 1 December 2010, as part of a restructuring of General Electric Company and its group (collectively the **GE Group**) GE Money AG acquired the entire banking business from the former GE Money Bank AG, the then current GE Capital Swiss Funding AG and also changed its business name from "GE Money AG" to "GE Money Bank AG". The former GE Money Bank AG was founded in 1953 as Bank Aufina. In 1998 Bank Aufina acquired Banque Procrédit SA, another bank fully owned by GE Capital at the time, and subsequently changed its business name to "GE Capital Bank" and later to "GE Money Bank AG" and on 29 October 2013 to "Cembra Money Bank AG". Cembra's duration is unlimited as per its articles of association dated 24 April 2025.

As from 30 October 2013, Cembra's registered shares with a par value of CHF 1.00 each (the **Cembra Shares**) have been listed and traded on SIX Swiss Exchange and classified under the International Reporting Standard.

#### 2. Registered and Head Office

Cembra's registered and head office is at Bändliweg 20, 8048 Zurich, Switzerland.

#### 3. Purpose

The articles of association of Cembra are dated 24 April 2025. Cembra's principal purpose, as set out in article 2 of Cembra's articles of association, is to operate a bank, with its scope of business comprising all types of banking activities in Switzerland and other European countries, of secured and unsecured loans and credits of all kinds, in particular consumer and mortgage loans, credit card business, the leasing business, the refinancing of leasing business and the brokering of services related to these activities, such as residual debt insurances and acceptance of money as is customary for a bank, in particular in the form of deposit accounts, medium term bonds and fixed deposits.

Cembra may acquire, hold and dispose of real estate, incorporate branches and subsidiaries in Switzerland and abroad, invest in other enterprises, process data for third parties and effect all financial, commercial and other transactions that are related to the performance of the purpose of Cembra.

#### 4. Legal Entity Identifier (LEI)

549300ZDHOETLAIVTE82

#### 5. Group

The consolidated accounts of the Group are prepared in accordance with accounting principles generally accepted in the US (US GAAP) and in compliance with Swiss law.

The Group comprises the Issuer as the parent company and the following consolidated subsidiaries of the Issuer (the **Group**):

- Fastcap AG\*;
- Cembra Credit GmbH in Liquidation\*;
- CembraPay AG\*;

- Cembra Latvia SIA\*;
- Swiss Auto Lease 2020-1 GmbH in Liquidation\*;
- Swiss Auto Lease 2023-1 GmbH\*; and
- Cembra Auto Finance AG\*\*.

\* Wholly-owned subsidiary of the Issuer

\*\* The Issuer holds 98 per cent. of the shares of Cembra Auto Finance AG (also see "*The Guarantor—Capital Structure—Ownership of the Guarantor*")

## 6. Capital Structure

The registered share capital of Cembra amounts as of the date of this Base Prospectus to CHF 30,000,000. It is divided into 30,000,000 registered shares (*Namenaktien*) with a nominal value of CHF 1.00 each. Each share carries one vote in Cembra's meetings of shareholder. The shares rank *pari passu* in all respects with each other, including with respect to dividends, to a share in the liquidation proceeds in case of a liquidation of Cembra, and to subscription rights (*Bezugsrechte*).

### 6.1 Capital Band

As of 30 June 2025, Cembra had the following authorised share capital (article 4 of the articles of association):

<sup>1</sup>*The Board of Directors is authorised until 24 April 2027 to conduct one or more increases and/or reductions of the share capital within the upper limit of CHF 33,000,000, corresponding to 33,000,000 of registered shares with a nominal value of CHF 1.00 each, and the lower limit of CHF 28,500,000, corresponding to 28,500,000 of registered shares with a nominal value of CHF 1.00 each. Capital reductions can be conducted either through a reduction of the nominal value of the shares or through cancellation of shares.*

<sup>2</sup>*In case of a share capital increase:*

- a) *the Board of Directors shall, to the extent necessary, determine the number of shares, the issue price, the type of contribution, the date of issue, the conditions governing the exercise of the pre-emptive rights and the commencement of dividend entitlement. The Board of Directors may issue new shares which are underwritten by a bank or other third party and subsequently offered to existing shareholders. The Board of Directors is authorised to restrict or to exclude trading in the pre-emptive rights. In the event of pre-emptive rights not being exercised, the Board of Directors may, at its discretion, either allow such rights to expire, place them or the shares to which they are entitled at market conditions, or use them in some other manner conducive to the interests of the Company;*
- b) *the Board of Directors is authorised to withdraw or limit the pre-emptive rights of the shareholders and allot such rights to individual shareholders or third parties if:*
  - *the new shares are to be used for the acquisition of an enterprise, part(s) of an enterprise or participations, or for the financing or refinancing of such transactions, or for the financing of new investment plans of the Company; or*
  - *the new shares are to be used for the purpose of broadening the shareholder constituency of the Company in connection with the listing of new shares on domestic or foreign stock exchanges or, for purposes of the participation of strategic partners of the Company; or*
  - *in the determination of the issue price of the new shares, the market price is taken into account.*

<sup>3</sup>*Within the limits of this capital band, the Board of Directors is further also authorised:*

- a) *to increase the capital by converting freely disposable equity capital into share capital;*
- b) *to carry out capital reductions by means of a reduction in nominal value and to pay out the reduction amount to the shareholders.*

<sup>4</sup>*After a change of the nominal value pursuant to paragraph 3(b), the Board of Directors is authorised to adjust the nominal value and the number of shares in paragraph 1 accordingly and any new registered shares issued within the capital band shall bear the changed nominal value.*

<sup>5</sup>*The subscription and acquisition of new shares as well as any subsequent transfer of the shares shall be subject to the restrictions of Article 8 of these Articles of Incorporation.*

<sup>6</sup>*Capital increases from the capital band under exclusion of pre-emptive rights are limited by capital increases already carried out (i) from conditional capital pursuant to Article 5, which resulted from the exercise of*

conversion rights and/or warrants in connection with bonds or other financial market instruments issued under exclusion of advance subscription rights as well as (ii) from conditional capital pursuant to Article 6. The maximum amount of such capital increases under exclusion of pre-emptive rights or advance subscription rights, respectively, may not exceed CHF 3,000,000, corresponding to 3,000,000 registered shares with a nominal value of CHF 1.00 each, whereby the allocation between the two categories shall be at the discretion of the Board of Directors."

## 6.2 Conditional Share Capital

As of 30 June 2025, Cembra had the following conditional share capital for conversion rights and / or warrants (article 5 of the articles of association):

<sup>1</sup>The share capital may be increased by an amount not to exceed CHF 3,000,000 by the issuance of up to 3,000,000 fully paid registered shares with a nominal value of CHF 1.00 each, (a) through the voluntary or mandatory exercise of conversion rights and/or warrants granted in connection with the issuance on national or international capital markets of newly or already issued bonds or other financial market instruments by the Company or one of its group companies and (b) through the exercise of warrant rights granted to the shareholders by the Company or one of its group companies. The Board of Directors may use warrant rights not taken up by shareholders for other purposes in the interest of the Company. The pre-emptive rights of the shareholders are excluded in connection with the issuance by the Company or any of its group companies of bonds or other financial market instruments which are linked to conversion rights and/or the issuance of warrants. The then current owners of conversion rights and/or warrants shall be entitled to subscribe for the new shares. The conditions of the conversion rights and/or warrants shall be determined by the Board of Directors.

<sup>2</sup>The acquisition of shares through the voluntary or mandatory exercise of conversion rights and/or warrants and each subsequent transfer of the shares shall be subject to the restrictions of Article 8 of these Articles of Incorporation.

<sup>3</sup>The exercise of the option and/or conversion rights or the respective waiver shall be effected in a form demonstrable via text.

<sup>4</sup>In connection with the issuance by the Company or one of its group companies of bonds or other financial market instruments which are linked to conversion rights and/or warrants, the Board of Directors is authorised to restrict or deny the advance subscription rights of shareholders if such issuance is made for the purpose of financing or refinancing the acquisition of an enterprise, parts of an enterprise, or participations or for new investments or for the issuance on national or international capital markets. If advance subscription rights are denied by the Board of Directors, the following shall apply: the bonds or other financial market instruments which are linked to conversion rights and/or warrants shall be issued at the relevant market conditions and new shares shall be issued at market conditions, under consideration of the current price on the stock exchange of the shares of the Company and/or comparable financial instruments having a market price. Conversion rights may be exercised during a maximum 20-year period, and warrants may be exercised during a maximum 10-year period, in each case from the date of the respective issuance. The advance subscription rights of the shareholders may be granted indirectly.

<sup>6</sup>Capital increases (i) from conditional capital pursuant to this Article 5, which result from the exercise of conversion rights and/or warrants in connection with bonds or other financial market instruments issued under exclusion of advance subscription rights as well as (ii) from conditional capital pursuant to Article 6 are limited by capital increases already carried out from the capital band pursuant to Article 4 under exclusion of pre-emptive rights. The maximum amount of such capital increases under exclusion of pre-emptive rights or advance subscription rights, respectively, may not exceed CHF 3,000,000, corresponding to 3,000,000 registered shares with a nominal value of CHF 1.00 each whereby the allocation between the two categories shall be at the discretion of the Board of Directors."

As of 30 June 2025, Cembra had the following conditional share capital for employee options (article 6 of the articles of association):

<sup>1</sup>The share capital may be increased by an amount not to exceed CHF 900,000 through the issuance of up to 900,000 fully paid registered shares with a nominal value of CHF 1.00 each by the issuance of new shares to members of the Board of Directors, members of the Management Board and employees of the Company and group companies. The pre-emptive rights of the shareholders of the Company shall be excluded. The shares or rights to subscribe for shares shall be issued to members of the Board of Directors, members of the Management Board and employees of the Company or group companies pursuant to one or more regulations to be issued by the Board of Directors. Shares or subscription rights may be issued at a price lower than that quoted on the stock exchange.

<sup>2</sup>The acquisition of shares within the context of employee share ownership and each subsequent transfer of the shares shall be subject to the restrictions of Article 8 of these Articles of Incorporation.

<sup>3</sup>The exercise of the option and/or conversion rights or the respective waiver shall be effected in a form demonstrable via text."

As per 24 April 2024, Cembra has introduced in its articles of incorporation the possibility to increase its share capital by issuance of conversion capital (article 5a (*Conversion Capital*) of the articles of association):

<sup>1</sup> The share capital is increased by a maximum of CHF 4,200,000 through the issue of a maximum of 4,200,000 fully paid-up registered shares with a nominal value of CHF 1.00 each through the conversion of claims from mandatory convertible bonds or similar financial instruments of the Company, which provide for a conditional or unconditional mandatory conversion into shares of the Company upon the occurrence of a trigger event.

<sup>2</sup> The pre-emptive rights of shareholders are excluded. The then current owners of mandatory convertible bonds shall be entitled to subscribe for the new shares.

<sup>3</sup> The advance subscription rights of shareholders with respect to mandatory convertible bonds shall be granted. The Board of Directors is authorised to deny the advance subscription rights of shareholders for the issuance of mandatory convertible bonds, provided that the mandatory convertible bonds are issued at market conditions or at a discount that is necessary to ensure a fast and complete placement.

<sup>4</sup> The Board of Directors shall determine the issue price of the new shares taking into account the market price of the shares and/or comparable instruments.

<sup>5</sup> The acquisition of shares through the conversion of mandatory convertible bonds and each subsequent transfer of shares shall be subject to the restrictions of Article 8 of these Articles of Incorporation. "

### 6.3 Listing of the Shares

The shares of Cembra are listed in accordance with the International Reporting Standard on SIX Swiss Exchange under the symbol "CMBN".

## 7. Capital adequacy requirements

The FINMA Circular 2011/2 "Capital buffer and capital planning - banks" fleshes out FINMA's supervisory practices concerning the capital buffer and the additional capital in accordance with Capital Adequacy Ordinance (CAO, SR 952.03). It also contains further details on the countercyclical buffers as defined in the CAO as well as the guidelines on implementing further requirements under Pillar 2, in particular relating to the internal capital planning process. FINMA reviews the allocation of institutions and financial groups to one of the five categories set out in the FBO at the end of the calendar year on the basis of their supervisory reporting and capital statement with effect from the next fiscal year.

The Group belongs to the "category 4" as defined by the FBO. As of 30 June 2025, the Group adheres to the applicable regulatory requirements for a category 4 bank set by FINMA. The Group aims to consistently maintain a capital base that is well above this mark, having defined a mid-term minimum target for its Tier 1 capital ratio of 17% for the Group. At 30 June 2025, the Group's Tier 1 capital ratio was 17.7%, in line with the mid-term target.

## 8. Outstanding conversion and option rights and bonds

As of 30 June 2025, the Issuer does not have any option rights outstanding. One convertible bond is outstanding as per the below.

At the date of this Supplement, the Issuer has the following bonds outstanding:

ISIN	Type	Currency	Nominal	Coupon	Term
CH0419042475	Senior unsecured	CHF	125mn	0.875%	2018 / 2026
CH0485252784	Additional Tier 1	CHF	150mn	2.9566%	2019 / perpetual*
CH0486598227	Convertible Bonds <sup>#</sup>	CHF	250mn	0.000%	2019 / 2026
CH0419041352	Senior unsecured	CHF	175mn	0.285%	2019 / 2027
CH0419041659	Senior unsecured	CHF	200mn	0.1525%	2019 / 2026
CH1141700414	Senior unsecured	CHF	200mn	0.4175%	2021 / 2028
CH1189217735	Senior unsecured	CHF	250mn	1.1833%	2022 / 2025

CH1206367554	Senior unsecured	CHF	220mn	3.1125%	2022 / 2027
CH1243651903	Senior unsecured	CHF	235mn	2.4113%	2023 / 2029
CH1266847131	Senior unsecured	CHF	210mn	2.665%	2023 / 2030
CH1290222400	Senior unsecured	CHF	215mn	2.5385%	2023 / 2029
CH1314941472	Senior unsecured	CHF	250mn	2.215%	2024 / 2030
CH1455990056	Auto Covered Bond	CHF	150mn	0.725%	2025 / 2030

\* Callable every year.

# The convertible bonds (ISIN CH0486598227) confer a conversion right with reference to registered shares with the then applicable nominal value of the Issuer.

In addition, subsidiaries of the Issuer have issued the following asset-backed securities:

Subsidiary	Currency	Nominal	Coupon	Term
Swiss Auto Lease 2023-1 GmbH	CHF	275mn	2.58%	2023 / 2026

## 9. Own Shares

As of 30 June 2025, the Company held 705'912 own shares or 2.4% of the voting rights in the Company.

## 10. Majority Shareholders

The table below sets out the shareholders of the Company holding more than 3% of the voting rights of the Company based on the share capital recorded in the Commercial Register of the Canton of Zurich according to the notifications that the Company received as of 30 June 2025. The information is based on the information provided by the respective shareholders to SIX Exchange Regulation and the Company.

### Shareholder

BlackRock, Inc.	<i>between 3% and 5% of the shares</i>
UBS Fund Management (Switzerland) AG	<i>between 10% and 15% of the shares</i>
Swisscanto Fondsleitung AG	<i>between 3% and 5% of the shares</i>

As of 30 June 2025, the Company held 705'912 own shares or 2.4% of the voting rights in the Company based on the share capital recorded in the Commercial Register of the Canton of Zurich. These shares constitute a purchase position pursuant to article 14 para. (1)(a)(1) of the Ordinance of the FINMA on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of 3 December 2015, as amended (the **FMIO-FINMA**).

The Company held in addition a sale position, corresponding to a total of 6.97% of the voting rights based on the share capital registered in the Commercial Register of the Canton of Zurich pursuant to article 14 para. (1)(b)(1) and (2) FMIO-FINMA, consisting of (i) conversion rights embedded in the convertible bonds of the Company in the aggregate principal amount of CHF 250 million (ISIN: CH0486598227).

Further information on major shareholders of the Company may be found under [https://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html#](https://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html#/).

## 11. Dividends

Cembra has paid the following dividends in CHF for the past five fiscal years to holders of shares in Cembra:

Business Year	2024	2023	2022	2021	2020
Dividend per share in CHF	4.25	4.00	3.95	3.85	3.75

## 12. Ratings

The Issuer is rated A- by S&P.

### 13. Notices

Notices in relation to the Issuer will be published in the Swiss Official Gazette of Commerce.

### 14. Members of the Board of Directors

The following table sets forth the name, function and committee membership of each member of the board of directors of Cembra as of the date of this Supplement.

As at the date of this Supplement, all members of the board of directors of Cembra are, and pursuant to Swiss law applicable to Cembra as a bank must be, non-executive.

Name	Function	Committee Membership	First Elected	End Current Period
Dr. Francesco Morra	Chairperson	n/a	2023	2026
Marc Berg	Member	Member Compensation and Nomination Committee	2022	2026
Thomas Buess	Vice-Chairperson	Member Compensation and Nomination Committee	2020	2026
Susanne Klöss-Braekler	Member	Chairperson Compensation and Nomination Committee	2021	2026
Sandra Hauser	Member	Member Audit and Risk Committee	2024	2026
Wanda Eriksen	Member	Chairperson of the Audit and Risk Committee	2025	2026

The business address for all members of the Board of Directors is Bändliweg 20, 8048 Zurich, Switzerland.

### 15. Composition of the Management Board

The following table sets forth the name and principal position of each member of the management board of Cembra as at the date of this Supplement.

Name	Appointed	Position
Holger Laubenthal	2021	Chief Executive Officer
Pascal Perritaz	2018	Chief Financial Officer
Eric Anliker	2022	General Counsel
Volker Gloe	2013	Chief Risk Officer
Alona Eiduka	2022	Chief Operating Officer
Peter Schnellmann	2022	Business Unit Leader Lending
Christian Stolz	2024	Business Unit Leader Payments
Sandra Babylon	2024	Chief Technology Officer

The business address for each member of the management board of Cembra is Bändliweg 20, 8048 Zurich, Switzerland.

### 16. Financial Statements and Auditors

Pursuant to Cembra's articles of association, the company's financial year is determined by the company's board of directors (*Verwaltungsrat*). As at the date of this Base Prospectus, Cembra's financial year ends on 31 December of each calendar year.

The annual financial statements of Cembra are compliant with the FBA and its accompanying ordinance together with the guidelines issued by FINMA, Cembra's articles of incorporation and article 14 of the Directive on Financial Reporting issued by SIX Swiss Exchange.

The auditors of Cembra are obliged to have their domicile or a registered subsidiary in Switzerland and have to be independent in accordance with articles 728 and 729 *et seq.* CO. Since April 2005, Cembra's statutory auditor is KPMG AG, Badenerstrasse 172, 8004 Zurich, Switzerland. KPMG AG's audit oversight body is the Federal Audit Oversight Authority (*Eidgenössische Revisionsaufsichtsbehörde*). KPMG AG's registration number with the Federal Audit Oversight Authority (*Eidgenössische Revisionsaufsichtsbehörde*) is 501403.

## **17. Business activities**

The Group is a Swiss provider of financing solutions and services. The product range includes consumer credit products such as personal loans and auto leases and loans, credit cards, insurance products sold in this context, invoice financing, and deposits and savings products. The Group is subject to prudential supervision by FINMA, holds a banking licence and provides a range of financing products and services. Headquartered in Zurich, the Group operates in Switzerland through a nationwide network of 9 branches as well as through other distribution channels, such as the internet, credit card partners (including Conforama, FNAC, Touring Club Schweiz, LIPO, IKEA and SPAR), independent intermediaries and auto dealers. As of 30 June 2025, the Group employed approximately 805 employees (FTEs) and served more than one million customers. The Group's product offering includes unsecured personal loans, auto leases and loans, credit cards and insurance products sold with these products as well as invoice financing.

### **17.1 Personal loans**

The Group is a leading provider in the highly competitive personal loans market offering a personalised premium service. The loan products are being made available through branches across Switzerland, independent intermediaries and online.

As at 30 June 2025, net financing receivables from personal loans amounted to CHF 2,198 million, 3.3% less than at year end 2024. The contribution of personal loans to interest income remained stable at 38% in the first six months of 2025. The yield in personal loans increased to 7.6% from 7.2% compared to the same reporting period in the previous year. In a competitive environment, the Group had an estimated market share of approximately 35% of outstanding consumer loans.

The provision for losses on personal loans decreased by CHF 10.1 million to CHF 9.0 million.

### **17.2 Auto leases and loans**

The Group offers leases and loans to finance the purchase of, both new and used vehicles (primarily cars but also other auto vehicles including light commercial vehicles, motorcycles and caravans) to private and self-employed individuals and small businesses. The Group also offers an inventory finance product for car dealers on a limited scale. The Group's auto lease and auto loan portfolio is diversified by geography within Switzerland, brand and auto dealer.

As at 30 June 2025, net financing receivables in auto leases and loans increased by 2% to CHF 3,258 million compared with CHF 3,182 million at the end of 2024. Interest income increased by CHF 4.5 million, or 5%, to CHF 89.2 million in the first six months of 2025. The yield increased to 5.5% from 5.3% compared to the same reporting period in the previous year. The Group estimated its auto leasing market share to be about 18% of total leasing assets outstanding as of June 2025.

As at 30 June 2025, the provision for losses in auto leases and loans decreased by CHF 1.6 million to CHF 10.6 million.

The Group is a large brand-independent auto loans and leasing provider in Switzerland. The products are sold via a distribution network of around 3,200 car dealers, who act as intermediaries. A dedicated sales force of 22 field agents together with employees at four service centers, provides a personalised, flexible and efficient service.

### **17.3 Credit cards**

The Group is one of the leading credit card providers in Switzerland, with about 1.035 million cards in circulation, offering a range of credit cards through partner programmes with Conforama, FNAC, IKEA, LIPO, SPAR, TCS, and as well as its own credit cards. The cards offer a range of attractive features, such as loyalty points, cash back, personalised designs and no annual fees.

In 2022, the Group launched successfully the new credit card range Certo! This was a key step in the strategy implementation by offering a new range of credit cards with money back rewards and other services. The new range initially comprised two credit cards, such as Certo! One Mastercard, available to anyone, and the Certo! Mastercard for existing Cembra customers with a Cumulus-Mastercard.



In 2023, the card migration programme was concluded with more than two thirds of the transition portfolio being migrated to the new proprietary offering Certo!. The Group's new business line Payments concentrates on growth, following the successful migration to the new in-house credit card portfolio Certo!.

All credit cards issued by the Group are Mastercard credit cards and the Issuer holds a Mastercard licence. To differentiate itself from its competitors, the Group has developed its own in-house transaction processing network which allows partner retailers to benefit from reduced processing fees when compared to other Mastercard-processed transactions. The Group also offers an eservice platform for its customers to check their account details and activity online.

The Group earns income on its credit card products from interest charges and various fees such as annual fees, foreign exchange fees, cash withdrawal fees, reminder fees, card replacement fees, processing fees from credit card partners using the Group's network and interchange fees through the Mastercard programme.

As at 30 June 2025, the credit cards business net financing receivables expanded by 2%, from CHF 1,011 million to CHF 1,036 million. The interest income decreased by CHF 1.9 million, or 4%, to CHF 51.0 million in the reporting period, and the yield amounted to 9.8% as compared to 9.9% in the same reporting period in the previous year. The transaction volumes remained flat year-on-year at CHF 18.6 billion in the first four months of 2025. The Group's transaction volumes increased by 2% and the Group's number of credit cards issued remained flat since 31 December 2024, at about 1,035,000 at 30 June 2025. The provision for losses on cards increased by CHF 4.1 million to CHF 3.7 million.

The market share, based on the number of credit cards issued, remained stable at 12%.

#### **17.4 Buy Now Pay Later (BNPL)**

The Group has a market share of 30–40% of the BNPL market via its subsidiaries CembraPay AG (formerly trading under Byjuno AG and following a merge in May 2024 also consolidating the business of former Swissbilling SA). Billing volume decreased by 13% to CHF 353.9 million compared with the first six months of 2024 due to the termination of non-strategic partnerships. As at 30 June 2025, BNPL net financing receivables decreased by 18% to CHF 131 million (2024: CHF 159 million). Provision for losses on BNPL increased by CHF 3.6 million to CHF 7.8 million as an impact of strategic shifts towards key partnerships.

#### **17.5 Insurance**

The Group provides its customers access to various insurance products. Credit and leasing insurance products offer financial protection in the event of involuntary unemployment, accidents, illness or disability. It also provides its credit card customers with travel and air accident insurance, a protection package in the event of death as well as cyber protection and insurance related to shopping risks.

As a bound intermediary, Cembra also distributes motor vehicle insurance products to its vehicle financing customers and household insurance to its credit card customers. In June 2022 Cembra announced a partnership with Zurich Insurance for combining car insurance with leasing products. Insurance income decreased slightly in 2025 to CHF 11.6 million compared to CHF 12.1 million in the same reporting period in 2024.

#### **17.6 Deposits and savings**

The Group offers saving products, such as savings accounts and term deposits to retail customers in order to finance its business activities as described above. The deposit base increased by 6% from CHF 3,524 million at 31 December 2024 to CHF 3,748 million at 30 June 2025.

The Group's deposits and savings account customers are resident in Switzerland and only Swiss residents are accepted as new customers. Direct retail deposits and retail savings are both covered by the Swiss deposit protection scheme up to CHF 100,000 per customer.

#### **17.7 Prospects**

The Group continues to execute on four programmes to achieve its strategic and financial ambitions until 2026:

- **Operational Excellence:** As part of the Operational Excellence programme, the Group simplifies its operating model and transforms its technology landscape. The aim is to deliver a seamless digital customer experience and to significantly increase efficiency through standardisation and automation. With all of its partners, the Group focuses on integrated and tailored one-stop offerings.
- **Business Acceleration:** In personal loans, the Group differentiates its offerings through a dual-brand positioning as well as digital and flexible solutions. In the auto business, the emphasis is on dealer-partnerships, and continuously improving services and processes. The Group's credit card business will focus on both a proprietary card family with attractive features offered to consumers directly as well as long-term co-branding partnerships.

- New Growth Opportunities: BNPL is identified as an attractive new business with growth opportunities, and with the launch of the new business area CembraPay, by bundling the activities of its subsidiaries Swissbilling SA and Byjuno AG, the Group has taken a further step in the expansion of its strong position and activities in the growing BNPL segment. The strategic focus is on the fast and versatile integration of checkout solutions with merchants, new applications and offers.
- With its cultural transformation towards an agile, learning-oriented and collaborative organisation the Groups's strategy execution is supported by a comprehensive cultural transformation programme. The emphasis is on fostering an uncompromising customer-first mindset with interdisciplinary teams and empowered people.

The Group has also redefined its corporate vision for the coming years - leveraging technology to provide the most intuitive customer solutions in consumer finance. It therefore forms the foundation on which Cembra will achieve shared goals. An important part of this is the work on its corporate culture and how people interact with each other and how customers are approached.

The Group operates in a market environment that will continue to be dynamic and challenging.

Supported by increased growth momentum, further efficiency gains, and active capital management, Cembra confirms its 2025 outlook with an increase in net income and a ROE of 14–15% for 2025, continues to expect to pay a dividend of at least CHF 4.25 for the current financial year and is committed to achieving its 2026 financial targets (ROE  $\geq$  15% from 2026 on; dividend increasing from 2025 on based on earnings growth; Tier 1 capital ratio target  $>$  17%).

As of 1 January 2023, the Group had to change from incurred to expected Credit Loss Standard (CECL) based on US GAAP accounting standard ASC 326- "Financial instruments - Credit losses" as published by the FASB. This CECL change has impacted the Balance Sheet, Profit & Loss, Risk-Weighted Assets, Capital Ratios, Interest Rate Risk (IRR) and Liquidity risk metrics. Risk-weighted assets increased by 3% to CHF 6,286 million at 30 June 2025 compared with CHF 6,088 million at 31 December 2024, due to the adoption of the FINMA's Basel III final standards which entered into force on 1 January 2025. Tier 1 capital increased by CHF 21 million to CHF 1,112 million, mainly due to the net income generated in first half of 2025, offset by the expected future dividend payment. This resulted in a Tier 1 capital ratio of 17.7% at 30 June 2025, which is significantly above the regulatory total capital requirement of 11.2%.

## **18. Legal Proceedings**

The Group is, from time to time, involved in various claims and lawsuits incidental to the ordinary operations of its business. Other than as disclosed in this Base Prospectus, the Group is currently not involved in any court, arbitral or administrative proceedings that are of material importance to its assets and liabilities or profits and losses nor, as far as the Group is aware, are any such proceedings threatened.

## **19. Recent Developments**

For the most recent developments of the Group's business, please refer to section "*Business Activities*" above.

## **21. Material Change**

Except as disclosed in this Base Prospectus (including the documents incorporated herein by reference), there has been no material change in Cembra's assets and liabilities, financial condition or profits and losses since 30 June 2025.

## **Availability of Documents**

Copies of the Base Prospectus (including the documents incorporated by reference herein and any supplements thereto) as well as each Applicable Final Terms can be obtained, free of charge, during normal business hours from Zürcher Kantonalbank as listing agent, Josefstrasse 222, 8005 Zurich Switzerland (telephone: +41 44 292 20 11 or email: prospectus@zkb.ch).

In addition, the annual reports of Cembra are published on Cembra's website, at <https://www.cembra.ch/en/investor/investor-relation>. The information contained on this website or other securities filings do not form part of the Base Prospectus unless otherwise specifically incorporated by reference herein.