FIRST SUPPLEMENT DATED 6 AUGUST 2026
TO THE BASE PROSPECTUS DATED 12 JUNE 2026

Cembra Money Bank AG

(incorporated with limited liability in Switzerland)

CHF 1.5 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 12 June 2026 (the **Base Prospectus**) is prepared in connection with the CHF 1.5 billion auto covered bond programme established by Cembra Money Bank AG (the **Issuer** or **Cembra**) and guaranteed as to payments of interest and principal 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 12 June 2026. This Supplement constitutes a supplement within the meaning of article 56 of the FinSA. This Supplement is dated, and has been approved by, the Swiss Review Body on 6 August 2026.

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 the Supplements, and declares that the information contained in the Base Prospectus as amended or supplemented by the Supplements, 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 documents and information are incorporated by reference in the Base Prospectus:

(a) the interim report 2026 of the Issuer (available on the date of this Supplement at https://www.cembra.ch/assets/cembra/investor-relation/berichte-und-praesentationen/finanzberichte/halbjahresbericht-2026-en.pdf)

(b) the ad hoc announcement of the Issuer dated 7 July 2026 (*Cembra streamlines management structure*) (available on the date of this Supplement at https://www.cembra.ch/en/investor/news-media/)

(c) the ad hoc announcement of the Issuer dated 23 July 2026 (*Cembra reports 6% increase in net income in the first half of 2026 and acquires the substantial part of Santander's Swiss auto financing business*) (available on the date of this Supplement at https://www.cembra.ch/en/investor/news-media/)

(d) the ad hoc announcement of the Issuer dated 23 July 2026 (*Cembra launches private placement of treasury shares representing up to c. 2.0% of its share capital*) (available on the date of this Supplement at https://www.cembra.ch/en/investor/news-media/)

(e) the press release of the Issuer dated 24 July 2026 (*Cembra successfully prices private placement of 601,801 treasury shares*) (available on the date of this Supplement at https://www.cembra.ch/en/investor/news-media/)

Amendments to the section "*Description of Cembra Money Bank AG*"

The sub-section 7 (*Group Management)* in the section "*Description of Cembra Money Bank AG*" of the Base Prospectus is hereby amended and restated as follows:

7. Group Management

Under the control of the Board of Directors, the CEO, together with the other members of the Group management, conducts the operational management of the Group pursuant to the organisational regulations and reports to the Board of Directors on a regular basis.

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

Name	Appointed	Position
Holger Laubenthal	2021	Chief Executive Officer
Christoph Glaser	2026	Chief Financial Officer/Chief Risk Officer
Eric Paul Anliker	2022	Chief Compliance Officer
Annekathrin Krügel-Falkenberg	2026	Head Corporate Functions
Alona Eiduka	2022	Chief Operating Officer
Peter Alois Schnellmann	2022	Chief Sales Officer
Sandra Babylon	2024	Chief Technology Officer
Bernardo de Barros Franco	2025	Chief Product Officer

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

The sub-section 13 (*Own Shares*) in the section "*Description of Cembra Money Bank AG*" of the Base Prospectus is hereby amended and restated as follows:

13. Own Shares

As of 31 July 2026, Cembra held 125,617 own shares or 0.42% of the voting rights in Cembra.

The sub-section 18.1 (*Prospects*) in the section "*Description of Cembra Money Bank AG*" of the Base Prospectus is hereby amended and restated as follows:

18.1 Prospects

For information for prospects on the Issuer, please refer to the section "*Letter to Shareholders – Outlook*" (page 6) and the section "*Management Report – Outlook*" (page 18) in the interim report 2026 of the Issuer incorporated into this Base Prospectus by reference.

The sub-section 18.2 (*Recent Developments)* in the section "*Description of Cembra Money Bank AG*" of the Base Prospectus is hereby amended and restated as follows:

18.2 Recent Developments

For the most recent developments of the Group's business, please refer to the sections "*Key facts and figures*" (page 3 and 4), "*Letter to Shareholders"* (pages 5 and 6) and "*Management Report*" (page 7 to 18) in the interim report 2026 of the Issuer and the ad hoc announcement of the Issuer dated 23 July 2026 (*Cembra reports 6% increase in net income in the first half of 2026 and acquires the substantial part of Santander's Swiss auto financing business*), each incorporated into this Base Prospectus by reference.

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.