



SUPPLEMENT NO. 1
TO THE BASE PROSPECTUS DATED 20 NOVEMBER 2023
Československá obchodná banka, a. s.
EUR 5,500,000,000 Debt Securities Issuance Programme

This document constitutes a supplement (the **Supplement**) prepared pursuant to Article 23 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 (the **Prospectus Regulation**), to the base prospectus dated 20 November 2023 approved by the National Bank of Slovakia by its decision No. 100-000-608-820 to file No. NBS1-000-091-569 dated 27 November 2023 which became legally valid and effective on 28 November 2023 (the **Prospectus**).

The Prospectus was prepared by the issuer, Československá obchodná banka, a. s., with its registered seat at Žižkova 11, 811 02 Bratislava, Slovak Republic, Identification No.: 36 854 140, registered in the Commercial Register of the Municipal Court Bratislava III, Section: Sa, File No. 4314/B, LEI: 52990096Q5LMCH1WU462 (the **Issuer**), in respect of its EUR 5,500,000,000 debt securities issuance programme (the **Programme**) under which it may continuously or repeatedly issue covered notes (in Slovak: *kryté dlhopisy*) and preferred unsubordinated and unsecured notes (jointly the **Notes**).

This Supplement constitutes a part of the Prospectus and shall be read together and in connection with the Prospectus. Terms with capital letters not defined in this Supplement shall have the meaning given in the Prospectus.

The purpose of this Supplement is to update the Prospectus as follows:

- (i) clause 2.1 of the Prospectus “Risk factors related to the Issuer and the Issuer’s Group” and clause 4.19 of the Prospectus “Significant change in the Issuer’s financial position”, regarding the introduction of a new special levy for the banking sector by the Government of the Slovak Republic;
- (ii) clauses 4.4 of the Prospectus “Credit rating”, 4.7 of the Prospectus “Principal markets”, 4.11 of the Prospectus “Issuer’s Group and its participation in business of other Slovak and foreign persons”, 4.15 of the Prospectus “Administrative, managing and supervising bodies”, 4.17 of the Prospectus “Financial information concerning the assets and liabilities, financial situation and profits and losses of the Issuer” and 4.19 of the Prospectus “Significant change in the Issuer’s financial position” based on the Issuer’s information provided until 31 December 2023;
- (iii) clause 4.8 of the Prospectus “Information regarding current and new products/services”;
- (iv) clauses 4.9 and 4.10 of the Prospectus regarding the current amount of the Issuer’s share capital;
- (v) clause 6.1 of the Prospectus “Overview of the Covered Notes” with information regarding the new issuance of retained Covered Notes by the Issuer on 14 December 2023; and
- (vi) clause 4.17 of the Prospectus “Financial information concerning the assets and liabilities, financial situation and profits and losses of the Issuer” and clause 12 of the Prospectus “Documents Incorporated by Reference”, with the data provided by the consolidated financial statements of the Issuer for the year ending 31 December 2023, and by the interim separate financial statements of the Issuer for the three months ending 31 March 2024, prepared in accordance with IAS 34.

This Supplement is subject to approval by the National Bank of Slovakia and subsequent disclosure under the Prospectus Regulation. This Supplement will be available in electronic form in a separate section on the Issuer’s website <https://www.csob.sk/o-nas/cenne-papiere/kryte-dlhopisy> as long as the Prospectus remains valid.

The date of this Supplement is 27 May 2024.

The Prospectus shall be amended and supplemented as follows:

1. CHANGES IN CLAUSE 2.1 OF THE PROSPECTUS “RISK FACTORS RELATED TO THE ISSUER AND THE ISSUER’S GROUP”

1.1 A paragraph shall be added after the first paragraph in the risk factor titled “**Risk of changes in the tax framework and the introduction of a financial transaction tax**” stated in clause 2.1 of the Prospectus “**Risk factors related to the Issuer and the Issuer’s Group**”, sub-clause “**Legal, regulatory and operational risk factors related to the Issuer**” with the wording as follows:

“With effect from 1 January 2024, based on Act No. 235/2012 Coll. on special levy on business in regulated sectors and on amendments and supplementation of certain laws, the Government of the Slovak Republic made a decision about:

- (a) including all entities with a license from the NBS (thus including the Issuer) among entities subject to a special levy from conducting business in regulated sectors; and
- (b) introducing a special levy rate of 30% from the gross annual profit for the year 2024 for all banks in the Slovak Republic (including the Issuer).

The levy rate will be gradually decreasing in 2025 to 24.96%, in 2026 to 20.04%, in 2027 to 15%, and only from 1 January 2028, the rate for banks should be unified with other regulated subjects at 4.355 %. The base for calculating the rate of special levy is the economic result in the relevant year multiplied by a coefficient that takes into account the ratio of revenues generated from regulatory activities to the total revenues generated in the relevant year. This step may have the effect of weakening the ability of Slovak banks to prepare for a potential period of recession or crisis and thus threaten the financial stability of the Slovak banking sector. The bank levy may also have a significant impact on the Issuer's profitability, as the effective tax burden of the Issuer (including corporate income tax) will be significantly increased by this step.”

2. CHANGES IN CLAUSE 4.4 OF THE PROSPECTUS “CREDIT RATING”

The text in the first paragraph and in the table titled “**Credit rating assigned by credit rating agency Moody’s**” shall be replaced together with the title of the table as follows:

“The following table shows the Issuer's rating valid as of 31 December 2023 and assigned by the Moody’s rating agency registered under the CRA Regulation. Moody’s provides the Issuer with a regular solicited rating.

Credit rating assigned by credit rating agency Moody’s:

Long-term rating of deposits	A2 (outlook: stable)
Short-term rating of deposits	Prime-1
Long-term rating of the issuer	A3 (outlook: stable)
Baseline Credit Assessment (BCA)	baa3
Modified BCA	baa1
Outlook	stable
Long-term Counterparty Risk Rating	A1
Short-term Counterparty Risk Rating	P-1

Long-term Counterparty Risk Assessment	A1(cr)
Short-term Counterparty Risk Assessment	P-1(cr)

”

3. CHANGES IN CLAUSE 4.7 OF THE PROSPECTUS “PRINCIPAL MARKETS”

The text in the second paragraph in clause 4.7 of the Prospectus titled “Principal markets” shall be changed as follows:

“As of 31 December 2023, the Issuer was ranked the fourth largest bank in the Slovak Republic by the total value of consolidated assets.”

4. CHANGES IN CLAUSE 4.8 OF THE PROSPECTUS “INFORMATION REGARDING CURRENT AND NEW PRODUCTS/SERVICES”

The entire text in clause 4.8 shall be replaced as follows:

“Retail segment

The Issuer continued to grow in the number of clients also in 2023. The most significant growth in the number of accounts was in the fourth quarter. The acquisition campaign was successful, and plans were exceeded by approximately 30%. In the digital sector, 2023 brought up to 63% more online accounts than in 2022.

Savings and Investment

2023 was a favourable year for stock markets, and after a series of negative events and declines in 2022, investors achieved even double-digit returns in 2023. Markets benefited from positive sentiment, especially regarding the topic of artificial intelligence. Online investment options through the ČSOB SmartBanking mobile application were expanded to include lump-sum investments from May 2023.

Clients also took advantage of higher interest rates to top up their savings through savings accounts and term deposits. A limited novelty was introduced to the market – the Kombi Duo offer (in Slovak: *Kombi ponuka Duo*). It combines two term deposits with preferential interest rates.

Mortgages

Demand for mortgages in 2023 was significantly lower than in 2022, with a year-on-year decrease in the rate of mortgages issued by more than 50%. The decline in interest was mainly due to the fact that a large proportion of clients refinanced their mortgages already in 2022, when interest rates started to rise gradually. Clients refinanced their mortgages mainly to the date of the interest rate fixation renewal and preferred a 12-month drawdown period.

The Issuer continued its efforts to raise clients’ awareness of sustainability and to consider the energy efficiency of the property they are buying or owning. Clients who submitted an energy certificate with a rank A or better, were rewarded with the forgiving of one instalment up to a maximum amount of EUR 500.

Electronic banking

The ČSOB SmartBanking mobile application was actively used by approximately 310,000 unique users. Additional SmartServices+ features were also added to the application. Therefore, customers were able to use the application to pay for public transportation and parking in some Slovak cities, and/or to keep track of loyalty cards. Users were also able to use the virtual assistant Kate, who can help answer many customer questions through voice or chat.

mSME segment

In 2023, the Issuer recorded a growth in the number of clients in the entrepreneurs and small-sized enterprise segment, and also saw a year-on-year increase in the volume of funds by almost 10% in the client accounts, in part due to a campaign aimed at starting entrepreneurs.

In the MicroSME segment, the portfolio of payment terminals grew by 6.5%, with the increase, in addition to the standard portfolio, being recorded mainly in the area of the SmartPOS mobile payment terminal.

The Issuer launched the sale of new business loans for entrepreneurs and small businesses. Loans for the healthier Earth were made available to clients from the second quarter of 2023. At the same time, at the end of the year, it brought solutions in cooperation with the European Investment Fund - the InvestEU guarantee program.

Business and corporate clients' segment

In corporate banking, increased business activity led to a market share increase in business loans to almost 11%.^{x)} The year-on-year increase was driven by a growth in the loan portfolio by approximately EUR 260 million (8.75%). The growth in the loan portfolio was also supported by growth in deposits, which increased by approximately EUR 343 million (+13.6%) year-on-year. As a result, the total market volume in the area of business deposits is now more than 15%.^{x)}

In 2023, the Issuer increased its total portfolio of loans provided for the financing of commercial real estate, resulting in a year-on-year increase of 10.5% in the volume of loans drawn down compared to the previous year. At the same time, the Issuer increased its total revenues from the provision of these services and loans by 16% year-on-year compared to 2022.

The Issuer's strategy within the segment of corporate clientele is to continue to support the development of the real estate market and to selectively provide sustainable financing for larger real estate flagship developments for the Issuer's long-term partners. The Issuer often uses its know-how in partnerships with sister banks to finance multinational transactions in the CEE region or as a partner in syndicated loans with partner banks in the Slovak Republic. The Issuer focuses on supporting key market players. In part due to the Issuer's financing and cooperative activity, some development sites were revitalized and transformed into new, interesting projects with a new function for use in 2023, thus increasing the value of the land and bringing life to new places.

In the area of the Issuer's custody services in 2023, it remained to be the best ranked bank for the management and custody of securities in Slovakia (Best Subcustodian Bank) according to the prestigious economic magazine Global Finance.

Private banking segment

In 2023, the Issuer's private banking provided individual and complex care for private funds of the most creditworthy clients through its private bankers. To ensure the comfort of its clients, it provided services directly at 7 branches throughout Slovakia. In 2023, assets under management exceeded EUR 1,07 billion.

x) According to the Issuer's internal data and the National Bank of Slovakia's data for the entire banking sector as of 31 December 2023."

5. CHANGES TO CLAUSE 4.9 OF THE PROSPECTUS "ORGANISATIONAL STRUCTURE AND STATUS OF THE ISSUER IN THE GROUP"

The first table shall be amended as follows:

	Registered capital (in EUR)	Ownership interest in %	Voting rights in %
Shareholder KBC Bank NV	665,062,400	100.00	100.00

6. CHANGES TO CLAUSE 4.10 OF THE PROSPECTUS "DESCRIPTION OF THE SHARE CAPITAL (REGISTERED CAPITAL)"

The registered capital of the Issuer in the total amount of EUR 665,062,400 consists of book-entry ordinary shares, in the form of registered shares in the amount of 20,032 pieces, which are in a book-entry form. The principal amount of each share is EUR 33,200. The Issuer's shares are not admitted to trading on any regulated or other public market.

7. CHANGES TO CLAUSE 4.11 OF THE PROSPECTUS “ISSUER’S GROUP AND ITS PARTICIPATION IN BUSINESS OF OTHER SLOVAK AND FOREIGN PERSONS”

Due to the merger of the Issuer's subsidiary, ČSOB stavebná sporiteľňa, a.s., with the Issuer, effective as of 1 December 2023, ČSOB stavebná sporiteľňa, a.s., is removed from the table of major companies forming the Issuer’s Group. Additionally, the text in the last paragraph with the subheading “ČSOB stavebná sporiteľňa, a.s.” shall also be removed.

8. CHANGES TO CLAUSE 4.15 OF THE PROSPECTUS “ADMINISTRATIVE, MANAGING AND SUPERVISING BODIES”

8.1 The text in the table with the title „**Members of the Board of Directors of the Issuer**” shall be replaced together with the title of the table as follows:

“Members of the Board of Directors of the Issuer

Name and surname	Position
Ing. Daniel Kollár	Chairman
Ing. Branislav Straka, PhD.	Member
JUDr. Ľuboš Ondrejko	Member
Ing. Juraj Ebringer	Member
Ing. Marek Loula	Member
Ing. Marek Nezveda	Member

”

8.2 The text in the table with the title “**Members of the Supervisory Board of the Issuer**” shall be replaced together with the title of the table as follows:

*“Members of the Supervisory Board of the Issuer”**

Name and surname	Position
Peter Andronov	Chairman
Ing. Andrea Lazar	Member
Ing. Matej Bošňák	Member

With effect from 15 June 2024, Ms. Christine van Rijssen, Ms. Soňa Ferenčíková, and Mr. Vladimír Fábry were elected as members of the Issuer's Supervisory Board. Their appointment is subject to approval by the ECB, which is expected to take place within the next few months of their election.”

9. CHANGES TO CLAUSE 4.17 OF THE PROSPECTUS “FINANCIAL INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL SITUATION AND PROFITS AND LOSSES OF THE ISSUER”

9.1 New paragraphs (e) and (f) shall be included after paragraph (d) as follows:

“(e) the consolidated financial statements of the Issuer for the year ended 31 December 2023 prepared in accordance with the IFRS as adopted by the EU; and

(f) the interim consolidated financial statements of the Issuer for three months ended 31 March 2024 in accordance with IAS 34.”

9.2 The second paragraph shall be supplemented at the end with the following text:

“The consolidated financial statements for the year ended 31 December 2023, prepared in accordance with the IFRS, were audited by PricewaterhouseCoopers Slovensko, s.r.o., with its registered seat at Twin City/A, Karadžičova 2, 815 32 Bratislava, Slovak Republic, which is a member of the Slovak Chamber of Auditors, SKAU licence No. 161. The auditors expressed unmodified opinion.”

9.3 The third paragraph shall be supplemented at the end with the following text:

“The interim consolidated financial statements of the Issuer for three months ended 31 March 2024 prepared in accordance with IAS 34 have not been audited by the auditor.”

10. CHANGES TO CLAUSE 4.19 OF THE PROSPECTUS “SIGNIFICANT CHANGE IN THE ISSUER’S FINANCIAL POSITION”

10.1 The text shall be replaced by the text as follows:

“With effect from 1 January 2024, the Government of the Slovak Republic has decided to include all entities with a license from the NBS (thus including the Issuer) among entities subject to a special levy from conducting business in regulated sectors and to introduce a special levy for all banks in the Slovak Republic in the rate of 30% of the gross annual profit, while the rate of the bank levy shall gradually decrease until the year 2027, when it should amount to 15% of the gross profit. More information is given in the risk factor “Risk of changes in the tax framework and the introduction of a financial transaction tax” in clause 2.1 of the Prospectus “Risk factors related to the Issuer and the Issuer’s Group”.

On 22 May 2024, the Issuer's registered capital was increased by EUR 310,021,600. All new shares, in the amount of 9,338 pieces with a principal value of EUR 33,200 per share, were subscribed for by the Issuer’s existing sole shareholder, KBC Bank NV.

In addition to the above, since the date of the preparation of the Issuer’s audited consolidated financial statements for the year ended 31 December 2023, prepared in accordance with IFRS as adopted by the EU, there have been no material changes or events in the financial or business position of the Issuer and the Issuer’s Group.”

11. CHANGES TO CLAUSE 6.1 OF THE PROSPECTUS “OVERVIEW OF THE COVERED NOTES”

Under the subheading “**Specific information about the Covered Notes**”, a new paragraph shall be added before the last paragraph as follows:

“In addition to the aforementioned older mortgage bonds, on 14 December 2023, the Issuer issued retained Covered Notes with a total nominal value of EUR 600,000,000, ISIN SK4000024378, due on 14 December 2026. This Covered Notes issuance was provided as collateral for a loan from the parent company.”

12. CHANGES TO CLAUSE 12 OF THE PROSPECTUS “DOCUMENTS INCORPORATED BY REFERENCE”

12.1 New paragraphs (e) and (f) shall be included after paragraph (d) as follows:

“(e) The audited consolidated financial statements of the Issuer for the year ended 31 December 2023 prepared in accordance with the IFRS as adopted by the EU (the **2023 Financial Statements**).

The 2023 Financial Statements are available under the following hyperlink:

https://www.csob.sk/documents/11005/98584/Konsolidovana_uctovna_zavierka_2023_12_31_final.pdf

(f) The interim separate financial statements of the Issuer for the three months ended 31 March 2024 prepared in accordance with the IAS 34.

These interim financial statements are available under the following hyperlink:

https://www.csob.sk/documents/11005/98584/Skratena-priebezna-individualna-uctovna-zavierka-2024_03_31.pdf

12.2 The second paragraph shall be supplemented at the end with the following text:

“The consolidated financial statements for the year ended 31 December 2023 prepared in accordance with the IFRS as adopted by the EU, along with the audit report and the interim separate financial statements of the Issuer for the three months ended 31 March 2024 prepared in accordance with the IAS 34 shall be incorporated by reference into, and form part of, this Prospectus.”

Prominent statement concerning the right of withdrawal:

- (a) **a right of withdrawal is only granted to those investors who had already agreed to purchase or subscribe for the Notes before this Supplement was published and where the Notes had not yet been delivered to the investors at the time when the significant new factor, such as the information included in this Supplement, arose;**
- (b) **based on the above and in accordance with Article 23(2) of the Prospectus Regulation, the period in which investors can exercise their right of withdrawal in respect of all issues of the Notes before this Supplement was published has lapsed because all offers of the Notes have been closed and all relevant Notes delivered to the investors before this Supplement was published; consequently, no investor has any right of withdrawal in connection with this Supplement; and**
- (c) **in connection with the right of withdrawal or any other queries, the investors may contact the Issuer at its registered office.**

Issuer’s Declaration

The Issuer declares that it is solely responsible for the information provided in this Supplement.

The Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of the knowledge of the Issuer, in accordance with the facts and contains no omission likely to affect its import.

In Bratislava, on 27 May 2024.

Československá obchodná banka, a.s.