

First Supplement dated 25 January 2023

This document constitutes a supplement (the "**Supplement**") to, forms part of and must be read and construed in conjunction with, the base prospectus dated 21 December 2022 (the "**Prospectus**") for the purpose of Article 23 (1) 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, as amended (the "**Prospectus Regulation**") in relation to the



CEC BANK S.A.
(the "**Issuer**" or the "**Bank**")

(a joint-stock company organised and functioning in accordance with the laws of Romania, administrated in unitary system, with its registered office at 13 Calea Victoriei, 030167 Bucharest, Romania, registered with the Trade Registry under no. J40/155/13.01.1997, sole registration code RO 361897, registered with the Credit Institutions Registry held by the National Bank of Romania under number RB-PJR-40-046 as of 17 September 1999, subscribed and paid-in share capital of RON 2,290,661,600)

EUR 600,000,000 Euro Medium Term Note Programme for the issue of Notes (the "Programme**")**

This document has been prepared and published for the purposes of updating the Prospectus in respect of certain recent events in connection with the Issuer. As a result, certain modifications to the Prospectus are hereby being made.

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (the "**CSSF**") in its capacity as competent authority under the Prospectus Regulation and the Luxembourg act relating to prospectuses for securities dated 16 July 2019 (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en oeuvre du règlement (UE) 2017/1129*, the "**Luxembourg Prospectus Law**"). The CSSF only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes that are the subject of the Supplement. Investors should make their own assessment as to the suitability of investing in the Notes. By approving this Supplement, the CSSF assumes no responsibility as to the economic and financial soundness of the transaction and the quality or solvency of the Issuer pursuant to Article 6 (4) of the Luxembourg Prospectus Law.

The Issuer has requested the CSSF to provide the competent authority in Romania with a certificate of approval in accordance with Article 25 (1) of the Prospectus Regulation attesting that this Supplement has been drawn up in accordance with the Prospectus Regulation and the Luxembourg Prospectus Law.

This Supplement will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of the Issuer (<https://www.cec.ro/investor-relations-en>). For the avoidance of doubt, the content of the aforementioned websites does not form part of this Supplement, unless that information is explicitly incorporated by reference into the Prospectus.

Terms given a defined meaning in the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement does not constitute an offer of, or an invitation by or on behalf of any of the Issuer, the Dealers or the Arranger to subscribe for, or purchase, any Notes.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States of America (the "**United States**", "**U.S.**"). The Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")).

Save as disclosed in this Supplement, no significant new fact, material mistake or material inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Prospectus.

IMPORTANT NOTICE

This Supplement is to be read and construed together with (a) all supplements to the Prospectus and (b) the documents incorporated by reference into the Prospectus. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Prospectus, the statements in (a) above will prevail.

Neither the Arrangers, the Dealers nor any other person mentioned in the Prospectus or this Supplement (other than the Issuer) has independently verified the information contained in this Supplement, or any Final Terms or any other document incorporated herein by reference. Accordingly, none of these persons makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information contained or incorporated in this Supplement or any other information provided by the Issuer in connection with the Notes. Neither this Supplement nor any other information supplied in connection with the Programme or any Notes nor any other financial statements are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer or the Dealers that any recipient of this Supplement or any recipient of any other information supplied in connection with the Programme or any Notes or any other financial statements should purchase the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Supplement and any purchase of Notes should be based upon such investigation as it deems necessary. None of the Dealers undertakes to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by the Prospectus nor to advise any investor or prospective investor in the Notes of any information coming to the attention of any of the Dealers.

Neither this Supplement nor any other information supplied in connection with the Programme or the issue of any Notes constitutes an offer of, or an invitation by or on behalf of the Issuer or the Dealers to subscribe for, or purchase, any Notes.

RESPONSIBILITY STATEMENT

The Issuer with its registered office at Calea Victoriei 13, 030167 Bucharest, Romania, accepts responsibility for the information contained in this Supplement.

The Issuer declares that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and that this Supplement makes no omission likely to affect its import.

SELLING RESTRICTIONS

The distribution of this Supplement and the offering or sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer and the Dealers to inform themselves about and to observe any such restriction.

For a description of certain restrictions on offers and sales of the Notes and on the distribution of this Supplement and the Prospectus, see "*Subscription and Sale*" in the Prospectus.

SUPPLEMENTAL INFORMATION

The following significant new factors relating to the information included in the Prospectus which are capable of affecting the assessment of the Notes, have arisen:

1. Risk factors – 1.1 Risks relating to the business of the Issuer

On page 19 of the Prospectus, the information under the risk factor "*There may be certain deficiencies regarding compliance with the rules of corporate governance in respect of the appointment of members of the governing bodies of the Issuer*" shall be replaced in its entirety by the following:

"Currently, the Issuer has eight directors and four managers, while the statutory documents require eleven directors and five managers.

The Issuer must abide by strict regulations when appointing its governing bodies. For example, the candidates must undergo an internal evaluation for adequacy, performed by the Nominee Committee that is formed by three non-executive members of the Board of Directors Committee, and, if the candidate passes this evaluation, the process continues by obtaining the NBR's prior approval for appointment. Currently two persons nominated as non-executive directors are undergoing evaluation for adequacy.

The complex process that must be completed for the appointment of members of the Issuer's governing bodies may result in the operation of the management with a number of members below that required by the statutory documents, which may in turn lead to slower decision-making process in the Issuer's activity."

2. Risk Factors – 2.4 Other related risks

On page 44 of the Prospectus, under the heading "*Risks related to the German Act on Debt Securities of 2009*" the following paragraph shall be included after the last paragraph:

"Finally, there is some degree of residual legal uncertainty as to whether the aforesaid provisions on meetings of Noteholders pursuant to the SchVG may also be affected by provisions of the Romanian companies law no. 31/1990 (as currently in force) ("**Law 31**") regulating similar aspects under Romanian law. While the Issuer is not aware of judicial interpretation to that effect, it cannot be entirely excluded that a Romanian court may take the view that certain provisions of Law 31 should apply to meetings of Noteholders despite the relevant Terms and Conditions of the Notes being governed by German law. There is no judicial authority or market practice apparent on how any potential conflicts, if any, between the SchVG and Law 31 would be handled by German or Romanian courts."

3. Description of the Issuer – Administrative, Management and Supervisory Bodies – 4.1 Members of the administrative, management and supervisory bodies of the Issuer

On page 66 of the Prospectus, the information under the sub-heading "*The Board of Directors and the Executive Management Board*" under the heading "4.1 Members of the administrative, management and supervisory bodies of the Issuer" shall be replaced in its entirety by the following:

"At the date of this Prospectus as supplemented by this Supplement, the Board of Directors and the Executive Management Board are composed of the following members:

Member	Major functions outside the Issuer
Members of the Issuer's Board of Directors	
Tiberiu Valentin Mavrodin President, non-executive member	Not applicable
Mirela Sitoiu Non-executive member	General Director, General HR Management Division, Ministry of Finance
Ciprian Sebastian Badea Non-executive member	General Director, General Legal Division, Ministry of Finance

Member	Major functions outside the Issuer
Mihai Gogancea Vatasoiu Non-executive member	Head of Administration Deputy Collection of legal entities – Tax Administration for Non-Resident Taxpayers – D.G.R.F.P. Bucharest
Bogdan Constantin Neacsu Executive member	President of the Romanian Association of Banks
Mihaela Lucica Popa Executive member	Not applicable
Mirela Iovu Executive member	President of the Association of Legal Advisors in the Financial-Banking System Representative of the banking community as a permanent member in the Legal Support Group of the European Payment Council (EPC) Founding member and Secretary General of the European League for Economic Cooperation – ELEC, Romanian Chapter
Simona Andrei Executive member	Not applicable
Members of the Issuer's Executive Management Board	
Bogdan Constantin Neacsu General Manager, President of the Executive Management Board	President of the Romanian Association of Banks
Mihaela Lucica Popa Manager, First Vice President of the Executive Management Board	Not applicable
Mirela Iovu Manager, Vice President of the Executive Management Board	President of the Association of Legal Advisors in the Financial-Banking System Representative of the banking community as a permanent member in the Legal Support Group of the European Payment Council (EPC) Founding member and Secretary General of the European League for Economic Cooperation – ELEC, Romanian Chapter
Simona Andrei Manager, Vice President of the Executive Management Board	Not applicable

The statutory documents require eleven directors and five managers to be appointed to the Board of Directors and the Executive Management Board.

The Issuer must abide by strict regulations when appointing its governing bodies. For example, the candidates must undergo an internal evaluation for adequacy, performed by the Nominee Committee that is formed by three non-executive members of the Board of Directors Committee, and, if the candidate passes this evaluation, the process continues by obtaining the NBR's prior approval for appointment. Currently two persons nominated as non-executive directors are undergoing evaluation for adequacy."