

FINAL TERMS DATED 14 JANUARY 2026

EU MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 19 of the Guidelines published by ESMA on 3 August 2023 has led to the conclusion that: (i) the target market for the Notes are eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**EU MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers’ target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("**EU MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II or (iii) not a qualified investor as defined in the EU Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to retail investors in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

RCI Banque

Legal Entity Identifier (LEI): 96950001WI712W7PQG45

Issue of €900,000,000 3.750 per cent. Notes due 16 February 2032

under the €23,000,000,000

Euro Medium Term Note Programme

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the Base Prospectus dated 18 December 2025 which constitutes a base prospectus for the purposes of the Regulation (EU) 2017/1129 (the "**EU Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the EU Prospectus Regulation and must be read in conjunction with such Base Prospectus.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the office of the Fiscal Agent or each of the Paying Agents and on the websites of (a) the *Autorité des marchés financiers* (www.amf-france.org) and (b) the Issuer (<https://www.mobilize-fs.com/>).

1.
 - (a) Series Number: 354
 - (b) Tranche Number: 1
 - (c) Date on which Notes become fungible: Not Applicable
2. Specified Currency or Currencies: Euro (€)
3. Aggregate Nominal Amount:
 - (a) Series: €900,000,000
 - (b) Tranche: €900,000,000
4. Issue Price: 99.711 per cent. of the Aggregate Nominal Amount
5.
 - (a) Specified Denomination(s): €100,000
 - (b) Calculation Amount: €100,000
- 6.

- (a) Issue Date: 16 January 2026
- (b) Interest Commencement Date: Issue Date
7. Maturity Date: 16 February 2032
8. Interest Basis: 3.750 per cent. Fixed Rate
(further particulars specified in Paragraph 14 below)
9. Change of Interest Basis or Redemption/Payment Basis: Not Applicable
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at par.
11. Put/Call Options: Issuer Call
(further particulars specified in Paragraph 19 below)
- 12.
- (a) Status of the Notes: Senior Preferred Notes
- (b) Date of corporate authorisation for issuance of Notes obtained: 16 December 2025
13. Method of Distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions Applicable
- (a) Rate of Interest: 3.750 per cent. payable annually in arrear
- (b) Interest Payment Dates: 16 February in each year, commencing on 16 February 2027 up to and including the Maturity Date
- (c) Fixed Coupon Amount: €3,750 per Calculation Amount, subject to the long first coupon specified in Initial Broken Amount below
- (d) Initial Broken Amount: €4,068.49 per Calculation Amount payable on the Interest Payment Date falling on 16 February 2027
- (e) Day Count Fraction: Actual /Actual (ICMA)
- (f) Determination Dates: 16 February in each year

15.	Floating Rate Note Provisions	Not Applicable
16.	Resetable Notes	Not Applicable
17.	Inflation Linked Note Provisions	Not Applicable
18.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19.	Issuer Call: (Condition 8(d))	Applicable
(a)	Optional Redemption Dates:	Any Business Day in the period from, and including, 16 November 2031 to, and excluding, 16 February 2032
(b)	Optional Redemption Amount of each Note:	€ 100,000 per Calculation Amount
(c)	Notice period:	Not more than 60 nor less than 10 calendar days' notice
20.	Put Option: (Condition 8(e))	Not Applicable
21.	Make-whole Redemption: (Condition 8(g))	Not Applicable
22.	Early Redemption Amount: Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 8(j):	€ 100,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23.	Form of Notes:	Dematerialised Notes
(i)	Form of Dematerialised Notes:	Bearer dematerialised form (au porteur)
(ii)	Registration Agent:	Not Applicable

(iii)	Temporary Certificate:	Global	Not Applicable
24.	Financial Centre(s) or other special provisions relating to payment days:		TARGET 2
25.	Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature):		No
26.	Details relating to Instalment Notes:		Not Applicable
27.	Redenomination, renominatisation and reconventioning provisions:		Not Applicable
28.	Consolidation provisions:		Not Applicable
29.	Representation of Noteholders/Masse:		<p>Condition 13 applies.</p> <p>Name and address of the Representative:</p> <p>MASSQUOTE S.A.S.U. RCS 529 065 880 Nanterre 33, rue Anna Jacquin 92100 Boulogne Billancourt France</p> <p>Represented by its Chairman</p> <p>The Representative will be entitled to a remuneration of €500 (VAT excluded) per year, payable by the Issuer up front on the Issue Date.</p> <p>The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.</p>

DISTRIBUTION

30.		
(a)	If syndicated, names of Managers:	Bayerische Landesbank BNP PARIBAS MUFG Securities (Europe) N.V. UniCredit Bank GmbH
(b)	Date of Syndication Agreement:	14 January 2026
(c)	Stabilisation Manager(s) (if any):	BNP PARIBAS

31. If non-syndicated, name and Not Applicable
addresses of Dealer:
32. U.S. Selling Restrictions: Reg. S Compliance Category 1; TEFRA not applicable
33. Prohibition of Sales to EEA Retail Applicable
Investors:

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

THIRD-PARTY INFORMATION

The S&P and Moody's ratings definitions have been extracted from their respective websites. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by S&P and Moody's, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: Vincent Gellé, *Directeur Financier* and *Directeur Général Délégué* of the Issuer

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- | | | |
|------|---|---|
| (i) | Admission and trading | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date. |
| (ii) | Estimate of total expenses related to the admission to trading: | €8,000 |

2. RATINGS

Ratings:

The Notes to be issued have been rated:

S&P Global Ratings Europe Limited ("**S&P**"): BBB-

Moody's France SAS ("**Moody's**"): Baa1

S&P and Moody's are established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "**EU CRA Regulation**"). As such S&P and Moody's are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with the EU CRA Regulation.

The ratings S&P and Moody's have given to the Notes is endorsed by a credit agency which is established in the UK and registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**UK CRA Regulation**").

According to S&P's definitions, an obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. The addition of a plus (+) or minus (-) sign shows relative standing within the rating categories.

According to Moody's, obligations rated Baa1 are considered as medium grade, with some speculative elements and moderate credit risk. Moody's appends numerical modifiers 1, 2 and 3 to each generic rating classification. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.

3. NOTIFICATION

Not applicable.

4. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in the section “Subscription and Sale” of the Base Prospectus, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue.

5. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i) Reasons for the offer: General financing purposes of the Issuer and its consolidated subsidiaries.

(ii) Estimated net proceeds: €894,474,000

6. **YIELD**

Indication of yield: 3.803 per cent. per annum.

The yield is calculated at the Issue Date on the basis of the Issue Price. This is not an indication of future yield.

7. **OPERATIONAL INFORMATION**

ISIN Code: FR0014015EO5

Common Code: 326955353

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Euroclear France

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Citibank, N.A., London Branch 13th Floor,
Citigroup Centre Canada Square
Canary Wharf
London E 14 5LB
United Kingdom