

**FIRST SUPPLEMENT TO THE BASE PROSPECTUS DATED 30 DECEMBER 2024**

**RCI Banque S.A.**

OPERATING UNDER THE COMMERCIAL BRAND



*(incorporated in France as a "société anonyme")*

**€23,000,000,000**

**EURO MEDIUM TERM NOTE PROGRAMME**

This first supplement (the "**Supplement**") to the base prospectus dated 30 December 2024 which received approval n°24-543 on 30 December 2024 from the *Autorité des marchés financiers* (the "**AMF**") (the "**Base Prospectus**"), is prepared in connection with the €23,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of RCI Banque (the "**Issuer**"). The Base Prospectus as supplemented constitutes a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 of the European Parliament and of the European Council of 14 June 2017 (the "**Prospectus Regulation**"). This Supplement has been prepared in accordance with Article 23 of the Prospectus Regulation. Application has been made for approval of this Supplement to the AMF in its capacity as competent authority under the Prospectus Regulation.

This Supplement has been produced for the purposes of (i) incorporating by reference the English language version of the Issuer's (a) unaudited consolidated financial statements for the financial year ended 31 December 2024, (b) business report for 2024 and (c) the press release published by the Issuer on 21 February 2025 in relation to the 2024 annual results, (ii) updating the "Description of RCI Banque and the RCI Banque Group" section of the Base Prospectus and (iii) updating the "General Information" section of the Base Prospectus.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus. To the extent that there is any inconsistency between (a) any statements in this Supplement and (b) any other statement in the Base Prospectus, the statements in this Supplement will prevail.

Terms defined in the Base Prospectus shall have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Supplement will be published on the websites of (i) the AMF ([www.amf-france.org](http://www.amf-france.org)) and (ii) the Issuer ([www.mobilize-fs.com/en/finance/debt-prospectus-and-programmes](http://www.mobilize-fs.com/en/finance/debt-prospectus-and-programmes)) and copies may be obtained at the registered offices of the Paying Agents.

To the extent applicable and in accordance with Article 23.2 of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before this Supplement is published, have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in this Supplement arose or was noted before the closing of the offer period or the delivery of the Notes, whichever occurs first. That offer period may be extended by the Issuer. This right to withdrawal shall expire by close of business on 6 March 2025. Investors may contact the Authorised Offerors should they wish to exercise the right to withdrawal.

The date of this Supplement is 3 March 2025.

## CONTENTS OF SUPPLEMENT

<b>Section of Supplement</b>	<b>Page</b>
DOCUMENTS INCORPORATED BY REFERENCE .....	2
DESCRIPTION OF RCI BANQUE AND THE RCI BANQUE GROUP.....	4
GENERAL INFORMATION.....	6
PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS SUPPLEMENT.....	7

## DOCUMENTS INCORPORATED BY REFERENCE

The "Documents incorporated by reference" section on pages 38-45 of the Base Prospectus shall be completed with the following:

The English language version of the Issuer's unaudited consolidated financial statements for the financial year ended 31 December 2024 ([https://www.mobilize-fs.com/sites/default/files/media/pdf/RCI2024\\_Comptes%20consolid%C3%A9s%20EN.pdf](https://www.mobilize-fs.com/sites/default/files/media/pdf/RCI2024_Comptes%20consolid%C3%A9s%20EN.pdf)) (the "**Unaudited Consolidated Financial Statements 2024**") shall be incorporated in, and form part of, the Base Prospectus and reference to it shall be added as a new bullet point on page 38 of the Base Prospectus.

The English language version of the Issuer's business report for 2024 ([https://www.mobilize-fs.com/sites/default/files/media/pdf/RCI2024\\_MOBILIZE\\_RAPPORT\\_ACTIVITE\\_EN.pdf](https://www.mobilize-fs.com/sites/default/files/media/pdf/RCI2024_MOBILIZE_RAPPORT_ACTIVITE_EN.pdf)) (the "**Business Report 2024**") shall be incorporated in, and form part of, the Base Prospectus and reference to it shall be added as a new bullet point on page 38 of the Base Prospectus.

The Issuer's English version of the press release dated 21 February 2025 in relation to the 2024 annual results (<https://www.mobilize-fs.com/sites/default/files/media/pdf/UK%20-%20PR%20Annual%20Results%202024%20MFS.pdf>) (the "**FY2024 Results Press Release**") shall be incorporated in, and form part of, the Base Prospectus and reference to it shall be added as a new bullet point on page 38 of the Base Prospectus.

The following table shall be added to the existing table starting on page 40 of the Base Prospectus. Each page reference refers to the corresponding page in the Unaudited Consolidated Financial Statements 2024, the Business Report 2024 or the FY 2024 Results Press Release.

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Document incorporated by reference	Page(s)
4.1.5	Details of any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.	FY2024 Results Press Release	1-4
5.	BUSINESS OVERVIEW		
5.1.	Principal activities		
5.1.1	A brief description of the Issuer's principal activities, including: (a) the main categories of products sold and/or services performed; (b) an indication of any significant new products or activities; (c) the principal markets in which the Issuer competes.	Business Report 2024	2-3
5.2	The basis for any statements made by the Issuer regarding its competitive position	Business Report 2024	3
11.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES		

11.1	Historical financial information		
11.1.6	<p>Consolidated financial statements</p> <p>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p>	Unaudited Consolidated Financial Statements 2024	2-81

## DESCRIPTION OF RCI BANQUE AND THE RCI BANQUE GROUP

The following paragraphs in the "Description of RCI Banque and the RCI Banque Group" section on pages 106-107 of the Base Prospectus shall be deleted in their entirety and replaced with the following:

"A full description of the Issuer and its consolidated subsidiaries (the "**RCI Banque group**") is set out in the Issuer's Annual Report 2022, the Consolidated Financial Statements 2023, the Half-Year Financial Report 2024, the Unaudited Consolidated Financial Statements 2024 and the Business Report 2024 incorporated by reference in this Base Prospectus (see "Documents Incorporated by Reference"). Below is a list setting out certain specific items of information or stating where they may be found.

### General information

See the Half-Year Financial Report 2024, pages 5, 6 and 9 for the Issuer's legal name, place of registration, registration number, date of incorporation, length of life of the Issuer, domicile, legal form, governing law and country of incorporation

### Principal activities and markets

See the Half-Year Financial Report 2024, pages 8, 10, 3 and 82-143 and Business Report 2024, pages 2-3, for information on the RCI Banque group's principal activities, including main products and services, and its principal markets.

See the Business Report 2024, pages 2-6, for a brief review of 2024.

### Organisational structure

The Issuer is the French holding company of the RCI Banque group. The Issuer is, directly or indirectly, the ultimate holding company of all the companies in the RCI Banque group and its assets are substantially comprised of shares in such companies. It does not conduct any other business and is accordingly dependent on the other members of the RCI Banque group and revenues received from them.

See the Half-Year Financial Report 2024, pages 8-10, for a brief description of the RCI Banque group and the Issuer's position within the RCI Banque group

### Management

See the Half-Year Financial Report 2024, pages 11-20 and 17, for the names, functions and relevant external activities of members of the Issuer's Board of Directors.

There are no potential conflicts of interest between the duties to the Issuer of the members of its Board of Directors and the members of its management and their private interests or other duties.

### Shareholders

See the Half-Year Financial Report 2024, pages 8-10, for information on ownership and control of the Issuer. The major shareholder in the Issuer is bound, in its relations with the Issuer, by French law provisions relating to the Issuer's status as a credit institution (*réglementation bancaire*).

### Financial information

See the Unconsolidated Financial Statements 2024, pages 2-6 (including the accounting policies and explanatory notes thereto at pages 7-81), the Half-Year Financial Report 2024, pages 33-79 (including the accounting policies and explanatory notes thereto at pages 202-267), Consolidated Financial Statements 2023, pages 8-88 (including the accounting policies and explanatory notes thereto at pages 13-88) and the Annual Report 2022, pages 193-267 (including the accounting policies and explanatory notes thereto at pages 202-267), for, respectively, the RCI Banque group's consolidated financial statements for the year ended 31 December 2024, the six-month period ended 30 June 2024, the year ended 31 December 2023 and the year ended 31 December 2022 (including balance sheet, income

statement and notes) and the auditors' report thereon at pages 2-7 of the Consolidated Financial Statements 2023 and pages 194-197 of the Annual Report 2022 as well as the limited review report at pages 29-32 of the Half-Year Financial Report 2024.

See the Unconsolidated Financial Statements 2024, page 6, the Consolidated Financial Statements 2023, page 12 and the Annual Report 2022, page 201, for, respectively, the RCI Banque group's consolidated cash flow statement for the year ended 31 December 2024, the year ended 31 December 2023 and the year ended 31 December 2022.

### **Indebtedness**

See the Business Report 2024, page 4-6, the Half-Year Financial Report 2024, page 35 (as well as the accounting policies and explanatory notes thereto at pages 39-79), the Consolidated Financial Statements 2023, page 8 (as well as the accounting policies and explanatory notes thereto at pages 13-88) and the Annual Report 2022, pages 13-15 and 198 (as well as the accounting policies and explanatory notes thereto at pages 202-267), for the RCI Banque group's financial policy and consolidated balance sheet for, respectively, the year ended 31 December 2024, the six-month period ended 30 June 2024, the year ended 31 December 2023 and the year ended 31 December 2022.

Consistent with RCI Banque activity and regulation applicable to the banking business in France, new loans granted during the period are partially or fully financed through an increase of debt. Increase in new loans are closely linked to the general economic situation in the car industry and the sales performance of the Renault and Nissan Alliance. Depending on these factors, a variation of 10 per cent. of debt (increase or decrease) over a six-month period is not considered unusual given RCI Banque's activities. Debt increases are usually performed through:

- (i) public issues under existing EMTN programme, which are all publicly disclosed,
- (ii) bank loans, ABS transactions and private debt issuances, all of which are not publicly disclosed,
- (iii) as well as amounts payable to customers, including customer savings and term deposits accounts collected through the deposit taking activities.

The following text shall be added in the sub-section "Recent Developments" in the "Description of RCI Banque and the RCI Banque Group" section on page 108 of the Base Prospectus:

### **8. Press release dated 01 January 2025**

#### **RCI BANQUE: ISSUANCE OF EUR 850 MILLION FIXED RATE NOTES MATURING IN JANUARY 2028**

RCI Banque, operating under the commercial brand Mobilize Financial Services, announces the issuance of a € 850 million 3-year bond bearing a 3.50% coupon.

The deal attracted more than € 3.9 billion final order book coming from more than 190 subscribers.

The success of this transaction demonstrates investors' confidence in the financial strength of the company and their willingness to support its business.

## **GENERAL INFORMATION**

The "Material or significant change" paragraph in the "General Information" section on page 153 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"There has been no material adverse change in the prospects of RCI Banque since 31 December 2023, being the date of the latest published annual audited accounts of RCI Banque and the RCI Banque group, respectively and there has been no significant change in the financial performance or financial position of the RCI Banque group since 31 December 2024."



## PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THIS SUPPLEMENT

### Declaration by persons responsible for this Supplement

To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

**RCI Banque**  
15 rue d'Uzès  
75002 Paris  
France

Duly represented by Vincent Gellé, *Directeur Financier* and *Directeur Général Délégué* of RCI Banque

Signed in Paris

Dated 3 March 2025



This Supplement to the Base Prospectus has been approved on 3 March 2025 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Supplement after having verified that the information contained in the Base Prospectus is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129. Approval does not imply that the AMF has verified the accuracy of this information.

This approval is not a favourable opinion on the Issuer and on the quality of the Notes described in this Supplement. Investors should make their own assessment as to the opportunity to invest in such Notes.

This Supplement to the Base Prospectus obtained the following approval number: 25-055.