

SECOND SUPPLEMENT TO THE BASE PROSPECTUS DATED 10 NOVEMBER 2021

RCI BANQUE

(incorporated in France as a "société anonyme")

€23,000,000,000

EURO MEDIUM TERM NOTE PROGRAMME

This second supplement (the "**Supplement**") to the base prospectus dated 10 November 2021 which received approval n°21-486 on 10 November 2021 from the *Autorité des marchés financiers* (the "**AMF**"), as supplemented by a first supplement dated 6 April 2022 which received approval n°22-086 on 6 April 2022 from 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) updating the list of Dealers appointed under the Programme, (ii) update the "General Description of the Programme" section of the Base Prospectus, (iii) updating the "Risk Factors" section of the Base Prospectus, (iv) updating the "Important Considerations" section of the Base Prospectus, (v) updating the "Use of Proceeds" section of the Base Prospectus, (vi) updating the "Recent Developments" sub-section in the "Description of RCI Banque and the RCI Banque Group" section of the Base Prospectus, (viii) updating the "Applicable Final Terms in connection with Issues of Notes with a Denomination of less than EUR 100,000" section of the Base Prospectus and (ix) updating the "Applicable Final Terms in connection with Issues of Notes with a Denomination of at least EUR 100,000" 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) and (ii) the Issuer (www.rcibs.com) and copies may be obtained at the registered offices of the Paying Agent.

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 2 June 2022. Investors may contact the Authorised Offerors should they wish to exercise the right to withdrawal.

The date of this Supplement is 30 May 2022.

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NEW DEALER UNDER THE PROGRAMME

The list of "Dealers" referred to on pages iii and 1 of the Base Prospectus shall be updated by adding "Crédit Agricole Corporate and Investment Bank".

The list of "Dealers" referred to on page 149 of the Base Prospectus shall be updated by adding the following:

"Crédit Agricole Corporate and Investment Bank

12, Place des Etats-Unis
CS 70052
92547 Montrouge Cedex
France"

GENERAL DESCRIPTION OF THE ISSUER

The following paragraph is added at the end of the "General Description of the Issuer" section on page 6:

"Use of Proceeds: The net proceeds of each issue of Notes will be applied (a) for the general financing purposes of the Issuer and its consolidated subsidiaries, (b) to finance or refinance loans and lease contracts for (i) vehicles with zero tailpipe emissions ("**Eligible Vehicles**") and (ii) a selected pool of charging infrastructure for electric vehicles ("**Eligible Infrastructure**") (together, the "**Eligible Green Portfolio**") in accordance with the Issuer's green bond framework (the "**Green Bond Framework**") and as further described in the "Use of Proceeds" section below ("**Green Bonds**"); or (c) to finance any other particular identified use of proceeds, as stated in Part B, Item 5 of the applicable Final Terms."

RISK FACTORS

The following risk factor shall be added in the sub-section "Risk factors relating to the Notes" in the "Risk factors" section, at the end of Part C (*Risks related to the structure and features of a particular issue of Notes*) on page 28 of the Base Prospectus:

"(4) Risk related to Green Bonds

Notes issued as Green Bonds with a specific use of proceeds, may not meet investor expectations or requirements

As described in the section "*Use of Proceeds*" of this Base Prospectus, the Final Terms relating to a specific Tranche of Notes may provide that it is the Issuer's intention to apply an amount equal to the net proceeds of the issue of those Notes to finance or refinance loans and lease contracts for (i) vehicles with zero tailpipe emissions ("**Eligible Vehicles**") and (ii) a selected pool of charging infrastructure for electric vehicles ("**Eligible Infrastructure**") (together, the "**Eligible Green Portfolio**") in accordance with the Issuer's green bond framework (the "**Green Bond Framework**").

While it is the intention of the Issuer to apply the proceeds of any Notes issued as Green Bonds to the Eligible Green Portfolio and to report on the application of such proceeds to the Eligible Green Portfolio as described in "*Use of Proceeds*" below and/or in the applicable Final Terms, there is no contractual obligation to do so. The relevant loans and lease contracts may not be capable of being implemented in or substantially in such manner and/or in accordance with any timing schedule, and accordingly such proceeds may not be totally or partially disbursed for such loans and lease contracts, and such loans and lease contracts may not be completed within any specified period or at all or with the results or outcome (whether or not related to the environment) as originally expected or anticipated by the Issuer. Any such event or failure by the Issuer will not constitute an Event of Default under the Notes issued as Green Bonds or a default of the Issuer for any purpose.

A prospective investor should have regard to the information set out in the section "*Use of Proceeds*" and determine for itself the relevance of such information for the purpose of an investment in such Notes together with any other investigation it deems necessary. Such use of proceeds may not satisfy any present or future investment criteria or guidelines with which an investor is required, or intends, to comply, in particular with regard to any direct or indirect environmental or sustainability impact of any project or uses, the subject of or related to, the Green Bond Framework.

The Eligible Green Portfolio may not meet investor expectations or requirements regarding such "green" or similar labels (including Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment (the "**Sustainable Finance Taxonomy Regulation**") or the Sustainable Finance Taxonomy Regulation as it forms part of domestic law in the United Kingdom by virtue of the EUWA).

Sustainalytics has issued an independent opinion on the Issuer's Green Bond Framework (the "**Second Party Opinion**"). The Second Party Opinion provides an opinion on certain environmental and related considerations is a statement of opinion, not a statement of fact. The Second Party Opinion and any other such opinion or certification is not intended to address any credit, market or other aspects of any investment in any Note, including without limitation market price, marketability, investor preference or suitability of any security or any other factors that may affect the value of the Notes.

A failure of the Notes issued as Green Bonds to meet investor expectations or requirements as to their "green" or equivalent characteristics including the failure to apply proceeds to the Eligible Green Portfolio, the failure to provide, or the withdrawal of, a third party opinion or certification, the Notes ceasing to be listed or admitted to trading on any dedicated stock exchange or securities market as aforesaid or the failure by the Issuer to report on the use of proceeds or the Eligible Green Portfolio as anticipated, may have a material adverse effect on the value of such Notes and/or may have consequences for certain investors with portfolio mandates to invest in green assets (which consequences may include the need to sell the Notes as a result of the Notes not falling within the investor's investment criteria or mandate).

Green Bonds are not linked to the performance of the Eligible Green Portfolio, do not benefit from any arrangements to enhance the performance of the Notes or any contractual rights derived solely from the intended use of proceeds of such Notes

The performance of the Green Bonds is not linked to the performance of the Eligible Green Portfolio or the performance of the Issuer in respect of any environmental or similar targets. There will be no segregation of assets and liabilities in respect of the Green Bonds and the Eligible Green Portfolio. Consequently, neither payments of principal and/or interest on the Green Bonds nor any rights of Noteholders shall depend on the performance of the Eligible Green Portfolio or the performance of the Issuer in respect of any such environmental or similar targets. Holders of any Green Bonds shall have no preferential rights or priority against the assets of the Eligible Green Portfolio nor benefit from any arrangements to enhance the performance of the Notes."

IMPORTANT CONSIDERATIONS

The following paragraph shall be added at the end of the "Important Considerations" section on page 33 of the Base Prospectus:

"Notes issued as Green Bonds

Each prospective investor should have regard to the factors described in Green Bond Framework and the relevant information contained in this Base Prospectus and seek advice from their independent financial adviser or other professional adviser regarding its purchase of the Notes before deciding to invest.

None of the Dealers accepts any responsibility for any social, environmental and sustainability assessment of any Notes issued as Green Bonds or makes any representation or warranty or assurance whether such Notes will meet any investor expectations or requirements regarding such "green", "sustainable", "social" or similar labels. None of the Dealers is responsible for the use of proceeds for any Notes issued as Green Bonds, nor the impact or monitoring of such use of proceeds.

Sustainalytics has issued an independent opinion on the Green Bond Framework (the "**Second Party Opinion**"). The Second Party Opinion provides an opinion on certain environmental and related considerations and is not intended to address any credit, market or other aspects of an investment in any Notes, including without limitation market price, marketability, investor preference or suitability of any security. The Second Party Opinion is a statement of opinion, not a statement of fact. The Second Party Opinion is not, nor should be deemed to be, a recommendation by the Dealers or any other person to buy, sell or hold any Notes. No representation or assurance is given by the Dealers as to the suitability or reliability of the Second Party Opinion or any opinion or certification of any third party made available in connection with an issue of Notes issued as Green Bonds, nor is any such opinion or certification a recommendation by any Dealer to buy, sell or hold any such Notes and is current only as of the date it was issued.

As at the date of this Base Prospectus, the providers of such opinions and certifications are not subject to any specific regulatory or other regime or oversight. Prospective investors must determine for themselves the relevance of any such opinion or certification and/or the information contained therein. The Second Party Opinion and any other such opinion or certification does not form part of, nor is incorporated by reference in, this Base Prospectus.

In the event that any such Notes are listed or admitted to trading on a dedicated "green", "sustainable", "social" or other equivalently-labelled segment of a stock exchange or securities market, no representation or assurance is given that such listing or admission satisfies any present or future investment criteria or guidelines with which such investor is required, or intends, to comply. Furthermore, it should be noted that the criteria for any such listings or admission to trading may vary from one stock exchange or securities market to another. No representation or assurance is given or made by that any such listing or admission to trading will be obtained in respect of any such Notes or that any such listing or admission to trading will be maintained during the life of the Notes."

USE OF PROCEEDS

The "Use of Proceeds" section appearing on page 93 of the Base Prospectus is hereby deleted and replaced by the following:

"The net proceeds of each issue of Notes will be applied:

- (a) for the general financing purposes of the Issuer and its consolidated subsidiaries;
- (b) to finance or refinance loans and lease contracts for (i) vehicles with zero tailpipe emissions ("**Eligible Vehicles**") and (ii) a selected pool of charging infrastructure for electric vehicles ("**Eligible Infrastructure**") (together, the "**Eligible Green Portfolio**") as further described in the Issuer's Green Bond Framework dated 30 May 2022 (as amended or supplemented from time to time) (the "**Green Bond Framework**") available on the website of the Issuer (<https://www.mobilize-fs.com/en/finance/green-bonds>)¹ ("**Green Bonds**"); or
- (c) to finance any other particular identified use of proceeds, as stated in Part B, Item 5 of the applicable Final Terms.

With respect to (b) above, the Green Bond Framework describes the Eligible Green Portfolio to which an amount equal to the net proceeds of an issuance of Notes may be allocated. The Green Bond Framework has been prepared by RCI Banque in accordance with the Green Bond Principles published by the International Capital Market Association (ICMA) (as may be further updated) (the "**Principles**"). For each issuance of Green Bonds, the Issuer will comply with the following four core components of the Principles: (i) the description of the use of proceeds of the Green Bonds, (ii) the disclosure of its process for project evaluation and selection, (iii) the management of the proceeds of the Green Bonds and (iv) regular reporting on such use of proceeds.

The Issuer also applies the recommendation to use the services of an independent external second opinion provider (the "**Second Party Opinion**"). A Second Party Opinion has been obtained on the Green Bond Framework from the Second Party Opinion provider Sustainalytics, assessing the sustainability of the Green Bond Framework and its alignment with the Principles. It is available on the website of the Issuer (<https://www.mobilize-fs.com/en/finance/green-bonds>)² and, for the avoidance of doubt, does not form part of, and shall not be incorporated in, this Base Prospectus. Any amendment to such Second Party Opinion, or any new Second Party Opinion, to be provided following an amendment to the Green Bond Framework, the publication of a new Green Bond Framework or in application of any new legislation or regulation, will be made available on the Issuer's website."

¹ French translation is available on the Issuer's website (<https://www.mobilize-fs.com/fr/finance/green-bonds>).

² French translation is available on the Issuer's website (<https://www.mobilize-fs.com/fr/finance/green-bonds>).

DESCRIPTION OF RCI BANQUE AND THE RCI BANQUE GROUP

The following text shall be added at the end of the sub-section "Recent Developments" in the "Description of RCI Banque and the RCI Banque Group" section on page 103 of the Base Prospectus:

"14. Press release dated 10 May 2022

RCI BANK AND SERVICES BECOMES MOBILIZE FINANCIAL SERVICES, A UNIQUE COMMERCIAL BRAND TO MEET ALL CUSTOMERS CAR-RELATED AND MOBILITY NEEDS

- **On the occasion of Mobilize's first Capital Market Day, RCI Bank and Services announces its change of commercial brand: Mobilize Financial Services.**
- **Mobilize Financial Services will be the brand reference, to meet the car-related mobility needs of customers' new lifestyles, worldwide.**
- **In line with its purpose of creating sustainable mobility for all, Mobilize Financial Services will continue to develop a full range of services to accelerate the transition to new, greener mobility.**

"Today, RCI Bank and Services is reaching a new milestone in the development of its activities with Mobilize, by becoming Mobilize Financial Services, the brand reference for all car-related usage-based mobility needs. We will leverage our 100 years of expertise and our best-in-class customer satisfaction, to support Mobilize's growth in the retail customers and fleet segments. As such, Mobilize Financial Services will accelerate in operating lease, insurance and payments, while easing access to a greener and more sustainable mobility for all our customers, in line with our purpose." says João Leandro, CEO of Mobilize Financial Services.

MOBILIZE FINANCIAL SERVICES, A UNIQUE COMMERCIAL BRAND, TO SUPPORT MOBILIZE'S DEVELOPMENT AND MEET CUSTOMERS' NEW LIFESTYLES

As the automotive industry undergoes major changes, the strengthening of links between Mobilize and Mobilize Financial Services allows Renault Group's strategy to go beyond the automotive industry thanks to a "vehicle as a service" model.

To support Mobilize's development, Mobilize Financial and Services will leverage its 100 years of expertise, its commercial and financial performance, and its regular contacts with more than 4 million customers, whose satisfaction is constantly increasing³. Mobilize Financial Services will offer more innovative services and digital experiences which will allow customers to reduce their usage cost while accessing a greener mobility.

Mobilize Financial Services will be the brand reference for the customers of the Renault Group's brands - Renault, Dacia, Alpine and Mobilize - who are looking for a complete range of services related to the usage of the car. Nissan customers will also benefit from the same quality of offers, through the Nissan Financial Services brand.

The deployment of the Mobilize Financial Services commercial brand will be progressive in the countries of implementation of the group, starting with its main markets by the end of 2022.

MOBILIZE FINANCIAL SERVICES TO EXPAND IN THE RETAIL CUSTOMERS AND FLEET SEGMENTS

This change of commercial brand is backed by 3 ambitious objectives to provide offers adapted to our customers' new usages, as well as the massive arrival of electric and connected vehicles. Mobilize Financial Services will finance more vehicles, over longer periods, while creating more value.

³ The group reached a record level of customer satisfaction in 2021, with a Net Promoter Score of +53 points up by 6 points.

1. Develop operating lease and car subscription offers

Mobilize Financial Services will accelerate the roll-out of operating lease offers in its main markets, in partnership with its dealer network. The goal of Mobilize Financial Services is to benefit from the growth of more than 80%⁴ of the operating leasing market and to reach a fleet size of 1 million vehicles by 2030.

Mobilize Financial Services will develop new subscription offers based on the skills of Bipi, acquired in 2021. This will help to reach 200,000 subscriptions by 2030 in the main European markets.

2. Expand the used vehicle segment by optimizing its financing through the entire life cycle

At the same time, Mobilize Financial Services will accelerate its used vehicle financing activity by focusing on the entire life cycle and offering an integrated service, refurbishing, and remarketing journey. Mobilize Financial Services plans to triple its used vehicle new financings to 10 billion euros by 2030.

3. Offer disruptive services focusing on car insurance and payments

To support the shift from ownership to usage, Mobilize Financial Services will expand its range of services around two main areas: innovative car insurance, by leveraging the connectivity of vehicles to launch usage-based insurance products; and the creation of Mobilize Pay, a subsidiary responsible for designing a payment ecosystem around the car. Mobilize Pay will launch a new eco-friendly credit card developed with Visa, which can also be used for charging electric vehicles. Mobilize Financial Services aims to reach 3.6 million contracts for its car insurance business and 1 million for its payment business by 2030."

⁴ Source: NV Market Evolution – Deloitte G5 Europe/RCI Bank and Services.

APPLICABLE FINAL TERMS IN CONNECTION WITH ISSUES OF NOTES WITH A DENOMINATION OF LESS THAN EUR 100,000

Item 5 (*Reasons for the offer, estimated net proceeds and total expenses*) of Part B (*Other information*) of the "Applicable Final Terms in connection with Issues of Notes with a Denomination of less than EUR 100,000" section appearing on page 117 of the Base Prospectus is deleted and replaced with the following:

"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.]/[•]

[The net proceeds of the Notes will be used by the Issuer to finance of refinance loans and lease contracts for Eligible Vehicles and Eligible Infrastructure which are part of the Eligible Green Portfolio, as further described in the Green Bond Framework dated 30 May 2022 which is available on the website of the Issuer (<https://www.mobilize-fs.com/en/finance/green-bonds>)⁵.]

(If reasons for offer to the public or for the admission to trading different to the "Use of Proceeds" wording in Base Prospectus, will need to include those reasons here.)

[(ii)] Estimated net proceeds:

[•]

(If proceeds are intended for more than one use will need to split out and present in order of priority. If proceeds insufficient to fund all proposed uses state amount and sources of other funding.)

[(iii)] Estimated total expenses:

[•]

[Include breakdown of expenses]"

⁵ French translation is available on the Issuer's website (<https://www.mobilize-fs.com/fr/finance/green-bonds>).

APPLICABLE FINAL TERMS IN CONNECTION WITH ISSUES OF NOTES WITH A DENOMINATION OF AT LEAST EUR 100,000

Item 5 (*Reasons for the offer, estimated net proceeds and total expenses*) of Part B (*Other information*) of the "Applicable Final Terms in connection with Issues of Notes with a Denomination of at least EUR 100,000" section appearing on page 135 of the Base Prospectus is deleted and replaced with the following:

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.]/[•]

[The net proceeds of the Notes will be used by the Issuer to finance of refinance loans and lease contracts for Eligible Vehicles and Eligible Infrastructure which are part of the Eligible Green Portfolio, as further described in the Green Bond Framework dated 30 May 2022 which is available on the website of the Issuer (<https://www.mobilize-fs.com/en/finance/green-bonds>)⁶.]

(If reasons for the admission to trading are different to the "Use of Proceeds" wording in Base Prospectus, will need to include those reasons here.)

[(ii)] Estimated net proceeds:

[•]

(If proceeds are intended for more than one use will need to split out and present in order of priority. If proceeds insufficient to fund all proposed uses state amount and sources of other funding.)

[(iii)] Estimated total expenses:

[•]

[Include breakdown of expenses]"

⁶ French translation is available on the Issuer's website (<https://www.mobilize-fs.com/fr/finance/green-bonds>).

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 Jean-Marc Saugier, Vice President, Finance and Group Treasury & Deputy Chief Executive Officer of RCI Banque

Signed in Paris

Dated 30 May 2022



This Supplement to the Base Prospectus has been approved on 30 May 2022 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.

This approval is not a favourable opinion on the Issuer described in this Supplement.

This Supplement to the Base Prospectus obtained the following approval number: 22-183.