

THIRD SUPPLEMENT TO THE BASE PROSPECTUS DATED 10 NOVEMBER 2022

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 third supplement (the "**Supplement**") to the base prospectus dated 10 November 2022 which received approval n°22-441 on 10 November 2022 from the *Autorité des marchés financiers* (the "**AMF**"), as supplemented by the first supplement to the Base Prospectus dated 15 December 2022 which received the approval n°22-485 on 15 December 2022 from the AMF and the second supplement to the Base Prospectus dated 22 March 2023 which received the approval n°23-082 on 22 March 2023 from the AMF (together 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 Issuer's English version of the annual report for the year ended 31 December 2022 and (ii) updating the "Recent Developments" sub-section in the "Description of RCI Banque and the RCI Banque Group" 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.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 two 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 29 May 2023. Investors may contact the Authorised Offerors should they wish to exercise the right to withdrawal.

The date of this Supplement is 25 May 2023.

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DOCUMENTS INCORPORATED BY REFERENCE

The Issuer's English version of the annual report for the year ended 31 December 2022 (https://www.mobilize-fs.com/sites/default/files/media/pdf/RCI%20Banque_Rapport%20Annuel%202022_VEN.pdf) (the "Annual Report 2022") 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 35 of the Base Prospectus.

The following table shall replace the existing table starting on page 37 of the Base Prospectus. Each page reference refers to the corresponding page in the Annual Report 2022.

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Document incorporated by reference	Page(s) <i>(Unless stated otherwise, the page numbers listed below are those included at the bottom of each page in the relevant document)</i>
4.	INFORMATION ABOUT THE ISSUER		
4.1.	History and development of the Issuer		
4.1.1.	The legal and commercial name of the Issuer	Annual Report 2022	270; 274
4.1.2.	The place of registration of the Issuer, its registration number and legal entity identifier ('LEI')		
4.1.3.	The date of incorporation and the length of life of the Issuer, except where the period is indefinite		
4.1.4.	The domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the Issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference in the prospectus		
4.1.7	Information on the material changes in the Issuer's borrowing and funding structure since the last financial year	Annual Report 2022	222; 236-238
4.1.8	Description of the expected financing of the Issuer's activities	Annual Report 2022	13-15
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.	Annual Report 2022	5-6; 8-11; 17-173; 261-262; 270

5.2	The basis for any statements made by the Issuer regarding its competitive position	Annual Report 2022	5-11
6.	ORGANISATIONAL STRUCTURE		
6.1.	If the Issuer is part of a group, a brief description of the group and the Issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure	Annual Report 2022	2-3 ¹ ; 272-273
6.2.	If the Issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence	Annual Report 2022	272-273
9.	ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES		
9.1.	Names, business addresses and functions within the Issuer of the following persons and an indication of the principal activities performed by them outside of that Issuer where these are significant with respect to that Issuer: (a) members of the administrative, management or supervisory bodies; (b) partners with unlimited liability, in the case of a limited partnership with a share capital.	Annual Report 2022	177-182
10.	MAJOR SHAREHOLDERS		
10.1.	To the extent known to the Issuer, state whether the Issuer is directly or indirectly owned or controlled and by whom, and describe the nature of such control, and describe the measures in place to ensure that such control is not abused	Annual Report 2022	272
11.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES		
11.1.	<u>Historical Financial Information</u>		
11.1.1	Audited historical financial information covering the latest two financial years (or such shorter period as the Issuer has been in operation), and the audit report in respect of each year	Annual Report 2021 Annual Report 2022	157-231 193-267
11.1.3	Accounting Standards	Annual Report 2021	172-185
	The financial information must be prepared	Annual Report 2022	207-220

¹ For these page numbers 2 and 3 only, please refer to the page numbers included in the relevant PDF reader (not those included on the Annual Report 2022).

	according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002.		
11.1.6	Consolidated financial statements If the Issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.	Annual Report 2021 Annual Report 2022	157-231 193-267
11.1.7	Age of financial information The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document.	Annual Report 2021 Annual Report 2022	162 198
11.3	Auditing of historical annual financial information		
11.3.1	The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014. Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.	Annual Report 2021 Annual Report 2022	158-161 194-197
12	ADDITIONAL INFORMATION		
12.1	Share capital The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up with an indication of the number, or total nominal value and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.	Annual Report 2022	272-273
12.2	Memorandum and Articles of Association The register and the entry number therein, if applicable, and a description of the issuer's objects and purposes and where they can be found in the memorandum and articles of association.	Annual Report 2022	270

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 91-92 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 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 Annual Report 2022, page 270 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 Annual Report 2022, pages 5-6, 8-11, 17-173, 261-262 and 270, for information on the RCI Banque group's principal activities, including main products and services, and its principal markets.

See the Annual Report 2022, pages 5-6 and 8-11, for a brief review of 2022.

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 Annual Report 2022, pages 2-3, 272-273, for a brief description of the RCI Banque group and the Issuer's position within the RCI Banque group.

Management

See the Annual Report 2022, pages 177-182, for the names, functions and relevant external activities of members of the Issuer's Board of Directors. Gianluca De Ficchy has been appointed as Chairman of the Board of Directors of the Issuer as of 1 February 2023. Their business address is at the registered office of the Issuer.

As at the date of this Supplement, Gianluca De Ficchy does not hold any mandate in any companies outside of the Issuer.

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

Shareholders

See the Annual Report 2022, pages 272-273, 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 Annual Report 2022, pages 193-267 (including the accounting policies and explanatory notes thereto at pages 202-267) and the Annual Report 2021, pages 157-231 (including the accounting policies and explanatory notes thereto

at pages 166-231), for, respectively, the RCI Banque group's consolidated financial statements for the year ended 31 December 2022 and the year ended 31 December 2021.

See the Annual Report 2022, page 201 and the Annual Report 2021, page 165, for, respectively, the RCI Banque group's consolidated cash flow statement for the year ended 31 December 2022 and the year ended 31 December 2021.

Indebtedness

See the Annual Report 2022, pages 13-15 and 198 (as well as the accounting policies and explanatory notes thereto at pages 202-267) and the Annual Report 2021, pages 13-15 and 162 (as well as the accounting policies and explanatory notes thereto at pages 166-231), for the RCI Banque group's financial policy and consolidated balance sheet for, respectively, the year ended 31 December 2022 and the year ended 31 December 2021.

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 96 of the Base Prospectus:

"15. Extract of the press release dated 27 March 2023

RCI BANQUE: ISSUANCE OF EUR 750 MILLION FIXED RATE NOTES MATURING IN APRIL 2027

RCI Banque announces the issuance of a € 750 m 4-year bond bearing a 4.50% coupon. The deal attracted more than € 1.1 billion final order book coming from 90 subscribers.

16. Press release dated 19 April 2023

RCI BANQUE: ISSUANCE OF A 5 YEAR FIXED RATE BOND FOR CHF 180 MILLION

RCI Banque announces the issuance of a CHF 180 M bond with a 5 year maturity and a 3.5% coupon.

The success of this transaction demonstrates investors' interest in RCI Banque's name and the company's ability to diversify its funding sources."

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 25 May 2023



This Supplement to the Base Prospectus has been approved on 25 May 2023 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: 23-182.