



## Negotiable Medium Term Notes

(Negotiable European Medium Term Notes - NEU MTN)<sup>1</sup>

Trade name of the notes defined in article D.213-1 of the French monetary and financial code

### Not guaranteed programme

INFORMATION MEMORANDUM	
Name of the programme	DIAC SA, NEU MTN (ID Programme 1466)
Name of the issuer	DIAC SA
Type of programme	NEU MTN
Writing language	English
Programme size	1 500 000 000 EUR
Guarantor(s)	Not applicable
Rating(s) of the programme	Rated by S&P Global Ratings Europe Limited
Arranger(s)	None
Introduction advisor	None
Legal advisor	None
Issuing and paying agent(s) (IPA)	DIAC SA
Dealer(s)	DIAC SA AUREL-BGC GFI SECURITIES Ltd HPC RCI BANQUE TP ICAP (Europe) TSAF OTC SA
Date of the information memorandum (dd/mm/yyyy)	22/06/2023

Drawn up pursuant to articles L. 213-0-1 to L. 213-4-1 of the French monetary and financial code

A copy of the information memorandum is sent to:

**BANQUE DE FRANCE**

Direction générale de la stabilité financière et des opérations (DGSO)

Direction de la mise en œuvre de la politique monétaire (DMPM)

S2B-1134 Service des Titres de Créances Négociables (STCN)

39, rue Croix des Petits Champs

75049 PARIS CEDEX 01

**Avertissement** : cette documentation financière étant rédigée dans une langue usuelle en matière financière autre que le français, l'émetteur invite l'investisseur, le cas échéant, à recourir à une traduction en français de cette documentation.

The Banque de France invites investors to read the general terms and conditions for the use of information related to negotiable debt securities:

<https://www.banque-france.fr/politique-monetaire/surveillance-et-developpement-des-financements-de-marche-marche-neu-cp-neu-mtn/le->

<sup>1</sup>Trade name of the notes defined in article D.213-1 of the French monetary and financial code

Information marked « Optional » may not be provided by the issuer because French regulations do not require it

1. DESCRIPTION OF THE ISSUANCE PROGRAMME		
Articles D. 213-9, 1° and D 213-11 of the French monetary and financial code and Article 6 of the Order of 30 May 2016 and subsequent amendments		
1.1	Name of the programme	DIAC SA, NEU MTN (Programme ID 1466)
1.2	Type of programme	NEU MTN
1.3	Name of the issuer	DIAC SA
1.4	Type of issuer	Monetary financial Institution // Credit institution, investment firm and CDC under the conditions set out in art. L 213-3.1 of the French Monetary and Financial Code
1.5	Purpose of the programme	General needs of the issuer.
1.6	Programme size (maximum outstanding amount)	1 500 000 000 EUR one billion five hundred million EUR or any other currency authorized by applicable laws and regulations in force in France at the time of the issue
1.7	Form of the notes	Notes of the programme are issued in bearer form and recorded in the books of authorized intermediaries (book entry system) in accordance with French laws and regulations.
1.8	Yield basis	The remuneration is unrestricted.  Benchmark indice(s) :  The variable/adjustable rates are indexed to the usual rates of the money and bonds markets.  Compensation rules(s) : The remuneration of the NEU MTN is unrestricted. However, if the Issuer issues NEU MTN with remuneration linked to an index clause, the Issuer shall only issue NEU MTN with remuneration linked to usual money market indexes such as the Euro zone inter-bank offered rate ("EURIBOR"), €STR, SONIA or SOFR (any such reference rate, a "Benchmark"). At their maturity date, the principal of the NEU MTN shall always equal par. The remuneration of the NEU MTN may be negative depending on the fixed rates or the trend of the usual money market indexes applicable to the calculation of the remuneration. The conditions of remuneration of such NEU MTN will be set up when the said NEU MTN will be initially issued. In any case, the Programme does not allow indexation formula linked to a credit event. In the case of an issue of NEU MTN embedding an option of early redemption or repurchase, as mentioned in paragraph 1.10 below, the conditions of remuneration of such NEU MTN will be set up when the said NEU MTN will be initially issued and shall not be further modified, including when such an embedded option of early redemption or repurchase will be exercised. If the Issuer issues NEU MTNs whose remuneration is linked to an index or an indexation clause, the Issuer will only issue NEU MTNs whose remuneration is linked to a usual money market index, such as EURIBOR, € STR, SONIA or SOFR and / or any other benchmark interbank interest rate "Benchmark Index". Certain Benchmarks are subject to



		ongoing national and international regulatory reforms. Some of them are already in force. These reforms may cause a given Benchmark Index to perform differently than in the past, cause it to disappear entirely, or have other consequences that cannot be predicted. Any of these consequences could have a significant unfavorable effect on any NEU MTN indexed on or referring to this Reference Index. If, at any time before or on any date for determining interest, the Issuer determines, acting in good faith and in a commercially reasonable manner, that (1) a Reference Index ceases, is significantly modified or is canceled, or (2) (i) the authorization, registration, recognition, endorsement, equivalence decision or approval regarding the Reference Index or the administrator or sponsor of the Reference is not obtained, (ii) an application for authorization, registration, recognition, approval, equivalence decision or inclusion in any official register is rejected or (iii) any authorization, registration, recognition, approval or equivalence decision is suspended or entry in an official register is withdrawn, the Issuer must, as soon as reasonably possible determine or appoint a determination agent who will determine a replacement rate. The interest rate for the relevant interest period could be determined by reference to a successor rate or an alternative rate, with or without the application of a spread adjustment and other modifications to the terms of the securities, in order to ensure the proper functioning of the successor or replacement benchmark, this without the consent of the holders being required.
1.9	<b>Currencies of issue</b>	Euro or any other currency authorized by applicable laws and regulations in force in France at the time of the issue
1.10	<b>Maturity</b>	The term (maturity date) of the NEU MTN shall be determined in accordance with laws and regulations applicable in France, which imply that, at the date hereof, the term of the NEU MTN shall not be shorter than 1 year (365 days or 366 days in a leap year), from the issue date. The NEU MTN may be redeemed before maturity in accordance with the laws and regulations applicable in France. The NEU MTN issued under the Programme may carry one or more embedded option(s) of the term (hold by either the issuer or the holder or linked to one or several events not related to either the issuer or the holder). The NEU MTN issued under the Programme may also carry one or more embedded option(s) of repurchase before the term (hold by either the Issuer or the holder or linked to one or several events not related to either the Issuer or the holder). An option of early redemption or repurchase of NEU MTN, if any, shall be explicitly specified in the confirmation form of any related issuance of NEU MTN. In any case, the overall maturity of any NEU MTN embedded with one or several of such clauses, shall always - all options of early redemption or repurchase included - conform to laws and regulations in force in France at the time of the issue.
1.11	<b>Minimum issuance amount</b>	200 000 EUR or any other amount above the stated value (or equivalent amount in the relevant foreign currency)
1.12	<b>Minimum denomination of the notes</b>	By virtue of regulation (Article D 213-11 of the French monetary and financial code), the legal minimum face value of the commercial paper within the framework of this program is 200 000 euros or the equivalent in the currencies selected at the time of issuance
1.13	<b>Status of the notes</b>	Senior Unsecured  Information about the status of the notes : The NEU MTNs will constitute direct, unsecured and



		unsubordinated obligations of the Issuer ranking at least pari passu with other present and future direct, unsecured and unsubordinated obligations of the Issuer, except those which may be mandatorily preferred by law.
1.14	<b>Governing law that applies to the programme</b>	All potential disputes related to the issuance of the NEU MTN shall be governed and construed according to French Law.
1.15	<b>Listing of the notes/Admission to trading on a regulated market</b>	None
1.16	<b>Settlement system</b>	The NEU MTN will be issued in Euroclear France
1.17	<b>Rating(s) of the programme</b>	<p>S&amp;P Global Ratings Europe Limited :  <a href="https://disclosure.spglobal.com/ratings/en/regulatory/instrument-details/debtType/SRUNSEC/entityId/112793">disclosure.spglobal.com/ratings/en/regulatory/instrument-details/debtType/SRUNSEC/entityId/112793</a></p> <p>Ratings can be reviewed at any time by the rating agencies. Investors are invited to refer to the websites of the agencies concerned for the current rating</p>
1.18	<b>Guarantor</b>	Not applicable
1.19	<b>Issuing and Paying Agent(s) (IPA) - exhaustive list -</b>	DIAC SA
1.20	<b>Arranger</b>	None
1.21	<b>Placement method</b>	<p>Direct placement</p> <p>Dealer(s) :</p> <p>AUREL-BGC  GFI SECURITIES Ltd  HPC  RCI BANQUE  TP ICAP (Europe)  TSAF OTC SA</p> <p>The Issuer may subsequently elect to replace any dealer, insure the placement himself, or appoint other dealers; an updated list of such dealers shall be disclosed to investors upon request to the Issuer</p> <p>Additional information regarding the placement :</p> <p>The NEU MTN will be placed by DIAC S.A directly or through brokers here above.</p>
1.22	<b>Selling restrictions</b>	<p>According to the regulations in force, the Issuer, each Dealer, any initial subscriber or any further holder of the NEU MTN issued under the Programme must commit not to take any action that would allow a public offering of the NEU MTN or the possession or distribution of the Information Memorandum or any other document relating to the NEU MTN in any jurisdiction where it is unlawful for such documents to be distributed and shall not offer, sell or deliver, whether directly or indirectly, the NEU MTN in any jurisdiction where such action is unlawful.</p> <p>The Issuer, each Dealer, any initial subscriber has agreed,</p>

		and any further holder of the NEU MTN will be deemed to have represented and agreed on the date on which he purchases the NEU MTN, to comply with all applicable laws and regulations in force in the jurisdiction in which it offers or sells the NEU MTN or hold or distribute the Information Memorandum and to obtain any consent, approval or permission required for the offer or sale by it of NEU MTN under the laws and regulations in force in any jurisdiction to which it is subject or in which it will make such offers or sales and neither the Issuer, nor any Dealer nor any subscriber shall have responsibility therefore or in respect thereof.
1.23	<b>Taxation</b>	The Issuer is not bound to indemnify any holder of the NEU MTN in case of taxes which are payable under French law or any other foreign law in respect of the principal of, or the interest on, the NEU MTN, except for any stamp or registration taxes payable by the Issuer under French law.
1.24	<b>Involvement of national authorities</b>	Banque de France
1.25	<b>Contact(s)</b>	E-mail: contact_investor@rcibanque.com Address: 15 rue d'Uzès 75002 PARIS - France Telephone: 00 33 1 76 88 88 74
1.26	<b>Additional information on the programme</b>	Optional
1.27	<b>Language of the information memorandum which prevails</b>	English



**2 DESCRIPTION OF THE ISSUER**

**Article D. 213-9, 2° of the French monetary and financial code and Article 7 of the Order of 30 May 2016 and subsequent amendments**

2.1	<b>Legal name</b>	DIAC SA
2.2	<b>Legal form/status, governing law of the issuer and competent courts</b>	<p>Legal form/status :</p> <p>Public limited company (with executive board) under French law</p> <p>Governing law of the issuer :</p> <p>Monetary financial Institution // Credit institution, investment firm and CDC under the conditions set out in art. L 213-3.1 of the French Monetary and Financial Code</p> <p>Additional information regarding the governing law :</p> <p>The Issuer is established in France as a French société anonyme (limited liability company) and is registered at Bobigny's court. It is governed by the provisions of the French Code de Commerce (commercial code). DIAC S.A. is subject to all the laws and regulations applicable to credit institutions, in particular the provisions of the French's Act 84-46 of 24 January 1984, incorporated into the French Code monétaire et financier (monetary and financial code).</p> <p>Competent courts : Tribunal de Commerce de Bobigny</p>
2.3	<b>Date of incorporation</b>	23/12/1969
2.4	<b>Registered office or equivalent (legal address) and main administrative office</b>	<p>Registered office :</p> <p>14 avenue du pavé neuf 93168 NOISY-LE-GRAND CEDEX FRANCE</p>
2.5	<b>Registration number, place of registration and LEI</b>	<p>Registration number : 702 002 221</p> <p>LEI : 9695002ASDT3XIMLZY47</p>
2.6	<b>Issuer's mission summary</b>	Renault-Nissan Alliance sales financing in France
2.7	<b>Brief description of current activities</b>	<p>The main activity of DIAC S.A. is financing the sales of the Renault-Nissan Alliance brands in France and selling associated services. These elements can be found on page 6, and on page 113 in DIAC 2022 "Rapport Financier Annuel" available under the following link: <a href="https://www.mobilize-fs.com/fr/finance/rapports-et-communiqués/rapports-financiers">https://www.mobilize-fs.com/fr/finance/rapports-et-communiqués/rapports-financiers</a> (Name of the file: 2022 Annual Financial Report (DIAC) - ESEF)</p>
2.8	<b>Capital</b>	<p>415 100 500,00 EUR</p> <p>Decomposition of the capital : At signing date of the Information Memorandum: EUR 415.100.500 (Four hundred and fifteen million, one hundred thousand and five hundred euros) composed of 96 535 000 fully paid up ordinary shares of €4.30 of par value each</p>
2.8.1	<b>Amount of capital subscribed and fully paid</b>	415 100 500,00 EUR

2.8.2	Amount of capital subscribed and not fully paid	0 EUR
2.9	List of main shareholders	<p>References to the relevant pages of the annual report or reference document :</p> <p>Information about shareholders can be found on page 16 in DIAC 2022 "Rapport Financier Annuel" available under the link:</p> <p><a href="https://www.mobilize-fs.com/fr/finance/rapports-et-communiqués/rapports-financiers">https://www.mobilize-fs.com/fr/finance/rapports-et-communiqués/rapports-financiers</a></p> <p>(Name of the file: 2022 Annual Financial Report (DIAC) - ESEF)</p> <p>Shareholders :</p> <p>RCI BANQUE SA (99.99 %)</p>
2.10	Regulated markets on which the shares or debt securities of the issuer are listed	<p>Regulated markets on which the debt securities are listed :</p> <p>EURONEXT PARIS</p> <p>Longest-Last Maturity Date for debt securities listed on the Regulated Market :</p> <p>31/12/9999</p>
2.11	Composition of governing bodies and supervisory bodies	<p>References to the relevant pages of the annual report where the composition of governing bodies and supervisory bodies is provided :</p> <p>As of signing date of the Information Memorandum, the Board of Directors of DIAC SA is composed of: Mr. Joao LEANDRO (Chairman of the Board) Ms Caroline JEANDEAU, Ms Mallika MATHUR-LHERITIER, Mr. Thibault PALAND, Mr. Frédéric SCHNEIDER.</p> <p>General Management of DIAC SA is held by: Mr. Thibault PALAND, CEO Mr. Guillaume CUNY, Deputy CEO</p>
2.12	Accounting method for consolidated accounts (or failing that, for the annual accounts)	Accounting method for consolidated accounts : IFRS
2.13	Accounting year	Starting on 01/01 ending on 31/12
2.13.1	Date of the last general annual meeting of shareholders (or equivalent thereof) which has ruled on the last financial year accounts	19/05/2023
2.14	Fiscal year	Starting on 01/01 ending on 31/12
2.15	Auditors of the issuer, who have audited the issuer's annual accounts	
2.15.1	Auditors	<p>Holder(s) :</p> <p>KPMG SA Tour Eqho, 2 avenue Gambetta 92066 Paris La Défense</p> <p>MAZARS</p>



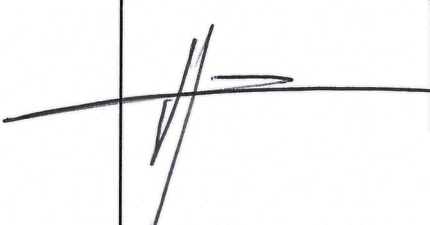
		Tour Exaltis, 61 rue Henri Regnault 92075 Paris La Défense
2.15.2	<b>Auditors report on the accuracy of the accounting and financial information</b>	<p>DIAC S.A. independent auditors report as of December 31st, 2022 is in DIAC 2022 "Rapport Financier Annuel":</p> <ul style="list-style-type: none"> <li>- "Rapport général des commissaires aux comptes sur les comptes consolidés" pages 28 to 36,</li> <li>- "Rapport général des commissaires aux comptes sur les comptes statutaires" pages 101 to 109</li> </ul> <p>available on our website under the following link:  <a href="https://www.mobilize-fs.com/en/finance/reports-and-releases/financial-reports">https://www.mobilize-fs.com/en/finance/reports-and-releases/financial-reports</a>  (Name of the file: 2022 Annual Financial Report (DIAC) - ESEF)</p> <p>DIAC S.A. independent auditors report as of December 31st, 2021 is in DIAC 2021 "Rapport Financier Annuel":</p> <ul style="list-style-type: none"> <li>- "Rapport général des commissaires aux comptes sur les comptes consolidés" pages 28 to 36,</li> <li>- "Rapport général des commissaires aux comptes sur les comptes statutaires" pages 98 to 104</li> </ul> <p>available on our website under the following link:  <a href="https://www.mobilize-fs.com/sites/default/files/media/pdf/DIAC_rapport_financier_annuel_2021.pdf">https://www.mobilize-fs.com/sites/default/files/media/pdf/DIAC_rapport_financier_annuel_2021.pdf</a></p>
2.16	<b>Other equivalent programmes of the issuer</b>	None
2.17	<b>Rating of the issuer</b>	S&P Global Ratings Europe Limited : <a href="https://disclosure.spglobal.com/ratings/en/regulatory/orig-details/sectorCode/FI/entityId/112793">disclosure.spglobal.com/ratings/en/regulatory/orig-details/sectorCode/FI/entityId/112793</a>
2.18	<b>Additional information on the issuer</b>	<p>Annexed : "Rapport Financier Annuel 2022", also available under the following link:</p> <p><a href="https://www.mobilize-fs.com/fr/finance/rapports-et-communiqués/rapports-financiers">https://www.mobilize-fs.com/fr/finance/rapports-et-communiqués/rapports-financiers</a>  (Name of the file: 2022 Annual Financial Report (DIAC) - ESEF)</p> <p>The financial release are available on the website "mobilize-fs" under this link:  <a href="https://www.mobilize-fs.com/en/finance/reports-and-releases/financial-releases">https://www.mobilize-fs.com/en/finance/reports-and-releases/financial-releases</a></p>



**3. CERTIFICATION OF INFORMATION**

Articles D. 213-5 et D. 213-9, 4° of the French monetary and financial code and subsequent amendments

**Certification of information of the issuer DIAC SA**

3.1	Person(s) responsible for the information memorandum concerning the programme of DIAC SA, NEU MTN for the issuer	Mr Jean-Marc SAUGIER, Deputy Chief Executive Officer , DIAC SA
3.2	Declaration of the person(s) responsible for the information memorandum concerning the programme of DIAC SA, NEU MTN for the issuer	To the best of my knowledge, the information provided by the issuer in the financial documentation, including the French summary (if relevant) is accurate, precise and does not contain any omissions likely to affect its scope or any false or misleading information
3.3	Date (DD/MM/YYYY), place of signature, signature	<p>22/06/2023</p> <div style="text-align: right; margin-top: 20px;">  <div style="border: 1px solid black; padding: 5px; display: inline-block; margin-left: 20px;"> <p align="center"><b>DIAC</b>                      S.A. au capital de 415.100.500 EUR                      Siège Social : 14, avenue du Pavé-Neuf                      93168 Noisy-le-Grand Cedex                      SIREN 702 002 221 R.C.S. Bobigny</p> </div> </div>

**APPENDICES**

Further to articles D.213-9 of the French monetary and financial code and L.232-23 of the French commercial code, financial information mentioned in Article D213-9 of the French monetary and financial code should be made available to any person upon request

<b>Appendice 1</b>	<b>Documents available to the shareholders annual general meeting or the equivalent<sup>2</sup></b>	<p><u>Annual general meeting 2023</u> Annual report for the financial year ended 31/12/2022</p> <p><u>Annual general meeting 2022</u> Annual report for the financial year ended 31/12/2021</p>
<b>Appendice 2</b>	<b>Annual report Year 2023</b>	<a href="https://www.mobilize-fs.com/sites/default/files/media/pdf/diac-2022-12-31-fr.zip">https://www.mobilize-fs.com/sites/default/files/media/pdf/diac-2022-12-31-fr.zip</a>
<b>Appendice 3</b>	<b>Annual report Year 2022</b>	<p>DIAC Rapport Annuel Financier 2021</p> <p><a href="https://www.mobilize-fs.com/sites/default/files/media/pdf/DIAC_rapport_financier_annuel_2021.pdf">https://www.mobilize-fs.com/sites/default/files/media/pdf/DIAC_rapport_financier_annuel_2021.pdf</a></p>

