

Negotiable Commercial Paper

(Negotiable European Commercial Paper - NEU CP)¹

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	RCI BANQUE SA, NEU CP (ID Programme 1357)
Name of the issuer	RCI BANQUE
Type of programme	NEU CP
Writing language	English
Programme size	4 500 000 000 EUR
Guarantor(s)	Not applicable
Rating(s) of the programme	Rated by MOODY'S S&P GLOBAL RATINGS EUROPE LIMITED
Arranger(s)	None
Introduction advisor	None
Legal advisor	None
Issuing and paying agent(s) (IPA)	RCI BANQUE
Dealer(s)	RCI BANQUE AUREL-BGC HPC TP ICAP (Europe) TSAF OTC SA
Date of the information memorandum (dd/mm/yyyy)	23/06/2022

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-marche-des-titres-negociables-court-et-moyen-terme-neu-cp-neu-mtn>

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

The remuneration of the NEU CP is unrestricted. However, if the Issuer issues NEU CP with remuneration linked to an index clause, the Issuer shall only issue NEU CP with remuneration linked to usual money market indexes such as the Euro zone interbank offered rate ("EURIBOR"), €STR, SONIA or SOFR (any such reference rate, a "Benchmark"). At their maturity date, the principal of the NEU CP shall always equal par. The remuneration of the NEU CP 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 CP will be set up when the said NEU CP will be initially issued.

In any case, the Programme does not allow indexation formula linked to a credit event.

If the Issuer issues NEU CPs whose remuneration is linked to an index or an indexation clause, the Issuer will only issue NEU CPs 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 CP 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

Currencies of issue

Euro or any other currency authorized by applicable laws and regulations in force in France at the time of the issue

1.21	Placement method	<p>Direct placement</p> <p>Dealer(s) : AUREL-BGC HPC 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>
1.22	Selling restrictions	<p>According to the regulations in force, the Issuer, each Dealer, any initial subscriber or any further holder of the NEU CP issued under the Programme must commit not to take any action that would allow a public offering of the NEU CP or the possession or distribution of the Information Memorandum or any other document relating to the NEU CP 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 CP in any jurisdiction where such action is unlawful.</p> <p>The Issuer, each Dealer, any initial subscriber has agreed, and any further holder of the NEU CP will be deemed to have represented and agreed on the date on which he purchases the NEU CP, to comply with all applicable laws and regulations in force in the jurisdiction in which it offers or sells the NEU CP 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 CP 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.</p>
1.23	Taxation	<p>The Issuer is not bound to indemnify any holder of the NEU CP 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 CP, except for any stamp or registration taxes payable by the Issuer under French law.</p>
1.24	Involvement of national authorities	Banque de France
1.25	Contact(s)	<p>E-mail: contact_investor@rcibanque.com Address: 15 rue d'Uzès 75002 PARIS - France Telephone: 00 33 1 76 88 88 73</p>
1.26	Additional information on the programme	<p>Negotiable European Medium Term Note (NEU MTN) RCI Banque maximum outstanding amount: EUR 2 000 000 000 (two billion euros).</p>
1.27	Language of the information memorandum which prevails	English

2.9	List of main shareholders	References to the relevant pages of the annual report or reference document : Page 236 of the "2021 RCI BANQUE Annual Report" available in our website under the following link: https://www.mobilize-fs.com/sites/default/files/media/pdf/RCI2021_URD_EN_MEL_22_04_06%20V2.pdf Shareholders : Renault s.a.s (99.99 %)
2.10	Regulated markets on which the shares or debt securities of the issuer are listed	Not applicable
2.11	Composition of governing bodies and supervisory bodies	References to the relevant pages of the annual report where the composition of governing bodies and supervisory bodies is provided : - RCI BANQUE's Board of Directors' composition as of December 31st, 2021 is described on page 149 of the 2021 RCI Banque Annual Report. The report can be found on the website "mobilize-fs.com" under the following link: https://www.mobilize-fs.com/sites/default/files/media/pdf/RCI2021_URD_EN_MEL_22_04_06%20V2.pdf As of December 2021, RCI BANQUE's Board of Directors is composed by: Ms. Clotilde DELBOS (Chairman of board), Mr. Alain BALLU Mr. Philippe BUROS, Mr. Laurent DAVID, Ms. Isabelle LANDROT Ms. Isabelle MAURY, Ms. Nathalie RIEZ-THIOLLET Mr. Patrick CLAUDE - RCI BANQUE's Executive Committee as of December 31st 2021 is described on page 153 of the RCI BANQUE Annual Report. The report can be found on the website "mobilize-fs.com" under the following link: https://www.mobilize-fs.com/sites/default/files/media/pdf/RCI2021_URD_EN_MEL_22_04_06%20V2.pdf It comprises, Chief Executive Officer (Mr. João Miguel LEANDRO), VP, Territories and Performance and Deputy Chief Executive Officer (Mr. François GUIONNET), VP, Finance and Treasury and Deputy Chief Executive Officer (Mr. Jean-Marc SAUGIER), Chief Compliance Officer (Mr. Pierre-Yves BEAUFILS), VP, Human Resources and Communication (Ms. Sandrine BLEC-RECOQUILLAY), Director of Marketing and Strategy (Mr. Frédéric SCHNEIDER), VP, Accounting and Performance Control (Mr. Stéphane JOHAN), VP, Information Systems (Mr. Umberto MARINI) Head of Risk Management (Mr. Marc LAGRENE), and Chief Transformation Officer (Ms. Mallika MARTHUR LHERITIER).
2.12	Accounting method for consolidated accounts (or failing that, for the annual accounts)	Accounting method for consolidated accounts : IFRS Accounting method for annual accounts : Normes françaises
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	20/05/2022
2.14	Fiscal year	Starting on 01/01 ending on 31/12

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 RCI BANQUE

3.1	Person(s) responsible for the information memorandum concerning the programme of RCI BANQUE SA, NEU CP for the issuer	Mr Jean-Marc Saugier, VP Finance and Deputy CEO, RCI BANQUE
3.2	Declaration of the person(s) responsible for the information memorandum concerning the programme of RCI BANQUE SA, NEU CP 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	23/06/2022 <div data-bbox="826 703 1214 846" style="border: 1px solid black; padding: 5px; text-align: center;">RCI BANQUE S.A au capital de EUR 100.000.000 Siège Social : 15, rue d'Uzès 75002 Paris SIREN 308 523 358 R.C.S Paris</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

Appendice 1	Documents available to the shareholders annual general meeting or the equivalent²	<u>Annual general meeting 2022</u> Annual report for the financial year ended 31/12/2021 <u>Annual general meeting 2021</u> Annual report for the financial year ended 31/12/2020
Appendice 2	Annual report Year 2022	2021 Annual Report https://www.mobilize-fs.com/sites/default/files/media/pdf/RCI2021_URD_EN_MEL_22_04_06%20V2.pdf
Appendice 3	Annual report Year 2021	https://eucpmtn.banque-france.fr/neusgate/api/public/document/6321
Appendice 4	Translation of the information memorandum Year 2021	Traduction en Français NEU CP 24 juin 2021 https://eucpmtn.banque-france.fr/neusgate/api/public/document/6769