

## FIRST 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 first 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**") (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 consolidated financial statements and the business report for the year ended 31 December 2021 and the full-year Pillar 3 Disclosure for 2021, (ii) updating the "Risk Factors" section of the Base Prospectus, (iii) updating the "Recent Developments" sub-section in the "Description of RCI Banque and the RCI Banque Group" section of the Base Prospectus, (iv) replacing the hyperlinks to the Issuer's website included in the Base Prospectus and (v) 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.rcibs.com](http://www.rcibs.com)) 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 11 April 2022. Investors may contact the Authorised Offerors should they wish to exercise the right to withdrawal.

The date of this Supplement is 6 April 2022.

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## RISK FACTORS

The following risk factor shall be added at the end of the paragraph entitled "Business development risk (including strategic and concentration risk)" on page 9 of the Base Prospectus:

*"Risk related to geopolitical instability and economic conditions (Global Criticality: medium risk)*

The RCI Banque group operates in a number of different countries (as set out on page 82 of the Financial Report 2021), including Russia. The RCI Banque group has two operations in Russia: a wholly-owned subsidiary (RNL Leasing) and a 30% stake in RN Bank. As of 31 December 2021, the RCI Banque group's total exposure to Russia (equity investments plus intercompany loans) was 109 million euros.

Since Russia's invasion of Ukraine in February 2022, the European Union, the United States and other countries have announced wide-ranging economic sanctions against Russia. Further sanctions may be imposed and/or other actions may be taken should the conflict between Russia and Ukraine further escalate. While it is difficult to assess the consequences that such sanctions and/or actions, including any retaliatory measures taken by Russia, may have on the RCI Banque group's Russian operations, or any knock-on effects that the conflict may have on the RCI Banque group's operations based outside Russia, they may negatively impact the financial condition of the Issuer and, in a worst case scenario, may lead to the total loss of the Issuer's equity investments in RN Bank and the intercompany loans granted to RNL Leasing."

## DOCUMENTS INCORPORATED BY REFERENCE

The Issuer's English version of the financial report for the year ended 31 December 2021 ([https://www.rcibs.com/sites/default/files/media/pdf/RCI%20BANQUE%20EMTN%20ANNUAL%20REPORT%202021\\_0.pdf](https://www.rcibs.com/sites/default/files/media/pdf/RCI%20BANQUE%20EMTN%20ANNUAL%20REPORT%202021_0.pdf)) (the "**Financial Report 2021**") 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 36 of the Base Prospectus.

The Issuer's English version of its full-year pillar 3 disclosure for 2021 (<https://www.rcibs.com/sites/default/files/media/pdf/PILLAR%20III%20RISK%20REPORT%20AS%20OF%20DECEMBER%2031%202021%20Version%20d%C3%A9finitive.pdf>) (the "**Full-Year Pillar 3 Disclosure 2021**") 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 36 of the Base Prospectus.

The following table shall be added to the existing table starting on page 38 of the Base Prospectus and sets out the principal disclosure requirements which are satisfied by the information and are not exhaustive. Each page reference refers to the corresponding page in the Financial Report 2021 or the Full-Year Pillar 3 Disclosure 2021.

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Document incorporated by reference	Page(s)
2.	STATUTORY AUDITORS		
2.1.	Names and addresses of the Issuer's auditors for the period covered by the historical financial information (together with their membership in a professional body).	Financial Report 2021	9-15
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.	Financial Report 2021  Full-Year Pillar 3 Disclosure 2021	4-5  1-129
5.2	The basis for any statements made by the Issuer regarding its competitive position	Financial Report 2021	5
11.	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES		
11.1	Historical financial information		
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.	Financial Report 2021	16-101

11.1.3	Accounting Standards  The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002.	Financial Report 2021	30
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.	Financial Report 2021	16-101
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.	Financial Report 2021	17
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 the Directive 2014/56/EU and Regulation (EU) No 537/2014.	Financial Report 2021	9-15

## DESCRIPTION OF RCI BANQUE AND THE RCI BANQUE GROUP

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 103 of the Base Prospectus:

### "9. Press release dated 4 January 2022

#### **RCI BANQUE: ISSUANCE OF EUR 750 MILLION FIXED RATE NOTES MATURING IN JULY 2025**

RCI Banque announces the issuance of a € 750 m 3.5-year bond bearing a 0.50% coupon.

This deal showed an impressive order book with more than € 4.5 billion coming from more than 180 subscribers.

This transaction marks the return of RCI Banque to the bond market and demonstrates the confidence of investors in the financial strength of the company and their willingness to support its business.

### 10. Press release dated 31 January 2022

#### **RCI BANQUE DISCLOSES CAPITAL REQUIREMENTS FOLLOWING THE 2021 SREP DECISION**

As part of the 2021 exercise of the supervisory review and evaluation process ("SREP"), the European Central Bank has notified RCI Banque of its final decision regarding the capital requirement the Bank must respect in 2022.

As of March 1, 2022, the Pillar 2 requirement (P2R) will be 2.05% compared to 2% for the previous financial year. It includes an additional 0.05% linked to the provisioning of old non-performing receivables. The amount of provisions on these contracts indeed shows a slight shortfall compared to the quantitative expectations published by the regulator in "Addendum to the ECB Guidance to banks on non-performing loans: supervisory expectations for the prudential provisioning of non-performing exposures". RCI will follow the process suggested to integrate non-performing loan coverage expectations to eventually remove this additional P2R requirement.

Starting from March 1, 2022, RCI Banque will be required to meet the following capital requirements:

	Minimum capital requirements			
	Total	Pillar 1	Pillar 2 <sup>1</sup>	Buffers <sup>2</sup>
<b>CET1<sup>3</sup></b>	<b>10.10%</b>	<b>6.00%</b>	<b>1.59%</b>	<b>2.51%</b>
<i>ow CET1 (Regulatory)</i>	<i>8.16%</i>	<i>4.50%</i>	<i>1.15%</i>	<i>2.51%</i>
<i>ow RCI AT1 Shortfall<sup>4</sup></i>	<i>1.88%</i>	<i>1.50%</i>	<i>0.38%</i>	<i>0.00%</i>
<i>ow RCI T2 Shortfall<sup>5</sup></i>	<i>0.04%</i>	<i>0.00%</i>	<i>0.04%</i>	<i>0.00%</i>
<b>Total ratio</b>	<b>12.56%</b>	<b>8.00%</b>	<b>2.05%</b>	<b>2.51%</b>

As a reminder, RCI Banque CET1 and Total Capital ratios stood at 17,01% and 19,79% respectively on 30 June 2021. In October 2021, RCI paid dividends from retained earnings for ME 930,6, representing 2.65 % of June 2021 risk weighted assets.

## 11. Press release dated 21 February 2022

### COMMERCIAL PERFORMANCE, PROFITABILITY, CUSTOMER SATISFACTION: RCI BANK AND SERVICES POSTS ROBUST ANNUAL RESULTS IN 2021

In a context still disrupted by the Covid-19 pandemic and semiconductor crisis, RCI Bank and Services achieved a group pre-tax profit of €1,194 million, up 19% compared to 2020.

- The penetration<sup>1</sup> rate stands at 46% of registrations compared to 44.2% in 2019.
- In 2021, the number of electric and hybrid vehicle financing contracts rose by 44% to 91,805 contracts, representing 8.7% of new vehicle financing contracts in Europe.
- The used vehicle financing business grew by 4.1% compared with the previous year, with 363,711 contracts financed.
- In 2021, 47% of the group's private customers opted for leasing financing offers, an increase of 8 points compared to 2020.
- The average amount financed per contract was up 7.2% in 2021 compared with 2020, in line with the Renault Group's "From volume to value" strategy.
- With 3 services sold for each vehicle financed, RCI Bank and Services sold 4.7 million service contracts in 2021, up 2% in 2020.
- RCI Bank and Services reaches a record level of customer satisfaction in 2021, with a Net Promoter Score<sup>2</sup> of +53 points in 2021, up by 6 points.
- The total cost of risk improved significantly to 0.14% of APA<sup>3</sup>s from 0.75% at the end of 2020.
- Deposits from individual customers increased by 0.5 billion euros to 21 billion euros or 47% of net assets at the end of December 2021.

*"RCI Bank and Services is once again demonstrating the strength of its business model with a significant increase in pre-tax profit, as well as strong profitability with an ROE<sup>4</sup> of 14.5% and a RORWA<sup>5</sup> of 2.5%. RCI Bank and Services is a key element in the development of service and mobility offerings designed to answer to the new needs of Renault Group customers, and more particularly those of Mobilize," says Clotilde Delbos, Deputy Chief Executive Officer, Chief Financial Officer of Renault Group, Chief Executive Officer of Mobilize and Chairman of the Board of Directors of RCI Banque S.A..*

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<sup>1</sup> Penetration rate excluding SME (companies consolidated by the equity method: Russia, Turkey and India).

<sup>2</sup> The Net Promoter Score (NPS) is the percentage of customers evaluating their probability of recommending a company, product or service to a friend or colleague as 9 or 10 ("promoters") minus the percentage evaluating this probability as 6 or less ("detractors") on a scale of 0 to 10.

<sup>3</sup> Average performing assets

<sup>4</sup> Return on Equity

<sup>5</sup> Return on Risk Weighted Assets, calculated as the result after tax divided by the average risk weighted assets.

*"In 2021, we have strongly invested in the modernization of RCI Bank and Services to respond to the new usages of our customers by offering more flexible offers on electric vehicles or car subscription, with the acquisition of Bipi, the leading platform in this segment. In addition, we have launched 100% online financing in several major countries for the group. This is reflected in a record level of customer recommendation, making RCI Bank and Services a benchmark among captives and banks," explains João Leandro, Chief Executive Officer of RCI Bank and Services.*

### ROBUST COMMERCIAL PERFORMANCE AND INCREASE OF THE AVERAGE AMOUNT FINANCED

In a still disrupted automotive environment, where manufacturers have focused on a strategy of creating value rather than volume, the sales of the Alliance brands reached 2.8 million vehicles in 2021. RCI Bank and Services' penetration rate stands at 46%<sup>6</sup>, up 1.8 points compared to 2019<sup>7</sup>, before the health crisis.

RCI Bank and Services financed 1,415,841 contracts in 2021, down 6.9% compared with 2020. Despite this drop, new financings (excluding cards and personal loans) amounted to 17.8 billion euros, down 0.2% thanks to a 7.2% increase in average amounts financed. Excluding the negative foreign exchange effect of 92 million euros, new financings increased by 0.4%.

The used car vehicle financing business grew by 4.1% compared with the previous year, with 363,711 contracts financed.

With 91,805 financing contracts for electric and hybrid vehicles, an increase of 44% compared with 2020, RCI Bank and Services is supporting the Alliance in its efforts to reduce its carbon footprint. The share of leasing offers also increased in 2021 and represents 47% of new vehicle financing contracts in the private customer segment, an increase of 8 points.

The number of services sold in 2021 represents 4.7 million insurance and service contracts, up 2%, 72% of which are related to the customer or the usage of the car. With 3 services sold for each vehicle financed in 2021, RCI Bank and Services sets a new record.

In 2021, the group reaches a record level of customer recommendation, with a Net Promoter Score<sup>8</sup> of +53 points, up 6 points in 2020, making RCI Bank and Services a benchmark in the automotive captive market and banks.

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<sup>6</sup> Penetration rate excluding SME (companies consolidated by the equity method: Russia, Turkey and India).

<sup>7</sup> The intervention rate is 1.5 points lower than in 2020, due to a more company oriented mix of registrations (+3 points compared to 2020) and a desire to refocus on the most profitable financing channels.

<sup>8</sup> The Net Promoter Score (NPS) is the percentage of customers evaluating their probability of recommending a company, product or service to a friend or colleague as 9 or 10 ("promoters") minus the percentage evaluating this probability as 6 or less ("detractors") on a scale of 0 to 10.

## **A ROBUST FINANCIAL PERFORMANCE THANKS TO A SIGNIFICANT IMPROVEMENT OF THE COST OF RISK**

The average performing assets stood at 44.8 billion euros, down -4.6% compared to the end of 2020, heavily impacted by the 23.4% drop in average performing assets related to the Wholesale activity, which stood at 7.1 billion euros impact of the semiconductor shortage on the manufacturing of new cars, and the inventory optimization in the dealer network for Renault Group brands.

Excluding the negative foreign exchange rate effect of -59.1 million euros, average performing assets directly linked to the Retail activity in 2021 amounted to 37.6 billion euros, up slightly by 0.2%, thanks to the good level of new financings in 2021 in a still difficult context.

Net banking income amounted to 1,828 million euros, down 6.5% compared to 2020, in line with the 4.6% decline in average performing assets. Net banking income as a percentage of NPAs was 4.08%.

Operating costs totalize 570 million euros, improving by 15 million euros compared to 2020. RCI Bank and Services is an integral part of the Renault Group's plan to reduce fixed costs.

The cost of risk for Retail (financing for private and business) stands at 0.26% of APMs at end-2021, compared with 0.89% of APMs at end-2020. This very good level is explained by the improvement in risk parameters and by a return to normal recovery processes, which had been heavily impacted by the strict lockdowns in 2020, particularly in France, Italy, Brazil, and Spain. The IFRS 9 prospective provisions update resulted in a provision of 3 million euros over 2021 compared to a provision of 66.8 million euros over 2020.

The cost of risk for Wholesale (financing for dealerships) stands at -0.52% of APM at end-2021 compared to a provision of 0.18% at the end of 2020. This improvement is linked to the decline in dealer outstanding's and also to the update of the IFRS 9 forward-looking provisioning, with a reversal of 14.5 million euros over 2021 compared with an allocation of 22.7 million euros over 2020.

Pre-tax income stands at 1,194 million euros, compared with 1,003 million euros at the end of 2020. This growth is primarily the result of an improvement in the cost of risk.

## **IN A CONTEXT OF LOW FINANCING REQUIREMENTS, RCI BANK AND SERVICES CONTINUES TO DIVERSIFY ITS FINANCING SOURCES**

In the absence of growth in the commercial portfolio, funding needs remained modest and the group took a number of initiatives to reduce its liquidity reserve, which had reached an all-time high level at the end of 2020. In this context, RCI Bank and Services has not issued on the bond market and has sought to slow the pace of growth in customer deposits, which have nevertheless increased by 0.5 billion euros since December 2020 to 21 billion euros, representing a growth of 2.6% compared with 15% for the year 2020. To diversify its funding sources, in July the group deployed its savings business in the Netherlands through the fintech Raisin and placed a public securitization backed by car loans in Germany for 900 million euros of senior securities (of which 200 million euros was self-subscribed).

## **NUMEROUS ACHIEVEMENTS IN LINE WITH THE GROUP'S STRATEGIC PRIORITIES**

In 2021, RCI Bank and Services achieved its objectives on its four strategic priorities:

1. **Providing more digital journeys to customers:** 100% online purchase and financing paths are now available to Renault customers in Italy, France, and Brazil. In 2022, RCI Bank and Services will play a key role in marketing the Renault Megane E Tech and Nissan Ariya, which Alliance customers will be able to order and finance entirely online.
2. **Moving from selling cars to selling kilometers:** in July 2021, RCI Bank and Services acquired Bipi, a startup specializing in car subscription services now operating in Spain, France, Italy and the Netherlands and will support the development of its business in Europe in 2022. RCI Bank and Services will also develop its operational leasing business, which will provide the number of used vehicles needed to develop its subscription business and continue its growth in the used vehicle segment.
3. **Strengthening and optimizing its business model:** thanks to the control of its cost of risk, RCI Bank and Services has maintained a high level of profitability and achieved a RORWA of 2.5%.
4. **Developing new working methods:** because the company's performance is based on collective intelligence, RCI Bank and Services has in particular set up tribes, of which more than 300 employees are already members. To meet new customer expectations even more quickly, more than 250 employees have been trained in design thinking and agile methods.

All these priorities will be guided by the purpose of RCI Bank and Services. "As a partner who cares for all its customers we build innovative financial services to create sustainable mobility for all." Co-constructed by its employees, it expresses the meaning of RCI Bank and Services' actions and commitment to all its stakeholders and society. It will be reinforced by a sustainable strategy which is currently being developed and will soon be presented to the Board of Directors. This strategy will aim to develop initiatives relating to climate change, environmental impacts, well-being at work, diversity and inclusion.

To achieve all these objectives, the RCI Bank and Services teams will rely on 4 group values: We do the right thing, We embrace the difference, We act with optimism and We think big, start small and scale fast.

## 12. Press release dated 1 April 2022

### RCI BANQUE DISCLOSES EXPOSURE TO RUSSIA AND UKRAINE

RCI Banque has investments and operations in Russia and Ukraine. The bank strictly complies with the regulations in force and diligently implements the necessary measures to comply with international sanctions as soon as they are published.

Given the way the bank operates in these two countries, balance sheet exposure to Russia and Ukraine is limited.

#### Russia:

RCI Banque main exposure to Russia derives from its equity investment in RN Bank, a self-funded Joint Venture in which we hold 30% of the economic interest and that we consolidate by the equity method. RCI Banque share of RN Bank equity was 92 M€ as of 31/12/2021.

RCI Banque is assessing the available options with RN Bank other shareholders, taking into account the current environment, while acting responsibly towards RN Bank employees.

RCI Banque also owns 100 % of RNL Leasing, a small leasing company that we consolidate by global integration. As of 31/12/2021, RCI Banque equity investment in RNL Leasing was 2 M€ while intra-group loans amounted to 15 M€.

A non-cash adjustment may have to be recorded against the book value of our assets in Russia at the time of the 2022 first half results. As of December 31, 2021, this value amounted to 109 million euros representing approximately 22bps<sup>1</sup> of RCI Banque's 2021-year end CET1 ratio (14.76%). Our strong capital position would allow us to absorb such adverse shock.

#### Ukraine:

In Ukraine we have a commercial agreement carried out by a non-consolidated subsidiary and therefore no lending exposure. RCI Banque's net investment is limited to the equity share of this subsidiary (0.3 M€).

<sup>1</sup> Impact on CET 1 ratio:

<i>In €M</i>	31/12/2021	After adjustment	Impact
CET1 capital	4 932	4 823	-109 (1)
Risk-weighted exposure amount	33 420	33 174	-246 (2)
<b>Common Equity Tier 1 ratio (%)</b>	<b>14,76%</b>	<b>14,54%</b>	<b>- 22 bps</b>

(1) In case of full depreciation of RN Bank equity (€92M), RNL Leasing equity (€2M) and loans to RNL Leasing (€15M)

(2) Decrease of RWA linked to equity investments in RN Bank (€92M with 250 % risk weight), depreciation on RNL Leasing Risk-Weighted assets (€16M)

We continue to dynamically monitor our risk exposure, whilst constantly assessing the potential impact of the conflict.

## 13. Press release dated 4 April 2022

### PILLAR III RISK REPORTS AS OF DECEMBER 31, 2021

Amended version of the Pillar III report as of 12/31/2021 is available on our website rcibs.com under the references "PILLAR 3 DISCLOSURES 2021-12-31 (AMENDED VERSION DATED 2022-04-04)".

Changes versus initial releases is linked to correction on table “Information on loans and advances subject to legislative and non-legislative moratoria”. Indeed, the column "Inflows to non-performing exposures" is modified on the line “Loans and advances subject to moratorium”.

This new version cancels and replaces Pillar III report published on our website on a stand-alone basis on 2022-02-24."

## REPLACEMENT OF HYPERLINKS

The hyperlinks to the Issuer's website included in the Base Prospectus on page 36 should be replaced by the following:

- the Issuer's English version of its half-year Pillar 3 Disclosure 2021 (the "**Half-Year Pillar 3 Disclosure 2021**") ([https://www.rcibs.com/sites/default/files/media/pdf/pillar\\_iii\\_risk\\_report\\_as\\_of\\_december\\_31\\_2020\\_-\\_amended\\_version\\_dated\\_20211025.pdf](https://www.rcibs.com/sites/default/files/media/pdf/pillar_iii_risk_report_as_of_december_31_2020_-_amended_version_dated_20211025.pdf));
- the Issuer's English version of its half year Financial Report 2021 (the "**Half Year Financial Report 2021**") ([https://www.rcibs.com/sites/default/files/media/pdf/2021\\_rci\\_banque\\_half-yearly\\_financial\\_report.pdf](https://www.rcibs.com/sites/default/files/media/pdf/2021_rci_banque_half-yearly_financial_report.pdf));
- the Issuer's English version of its Annual Report 2020 (the "**Annual Report 2020**"). The Annual Report 2020 includes the audited consolidated annual financial statements for the financial year ended 31 December 2020 ([https://www.rcibs.com/sites/default/files/media/pdf/rci2020\\_rci\\_banque\\_ra\\_en\\_21\\_04\\_07\\_mel\\_v2.pdf](https://www.rcibs.com/sites/default/files/media/pdf/rci2020_rci_banque_ra_en_21_04_07_mel_v2.pdf));
- the Issuer's English version of its Annual Report 2019 (the "**Annual Report 2019**"). The Annual Report 2019 includes the audited consolidated annual financial statements for the financial year ended 31 December 2019 ([https://www.rcibs.com/sites/default/files/media/pdf/rci2019\\_ra\\_en\\_vbat\\_mel\\_20\\_04\\_28.pdf](https://www.rcibs.com/sites/default/files/media/pdf/rci2019_ra_en_vbat_mel_20_04_28.pdf));
- the terms and conditions contained on pages 42 to 90 of the Base Prospectus dated 12 October 2020, as granted approval no. 20-503 by the AMF on 12 October 2020 ([https://www.rcibs.com/sites/default/files/media/pdf/rci\\_banque\\_-\\_emtn\\_update\\_2020\\_-\\_base\\_prospectus\\_final\\_version\\_with\\_approval\\_number\\_257204-4-40\\_v0.1.pdf](https://www.rcibs.com/sites/default/files/media/pdf/rci_banque_-_emtn_update_2020_-_base_prospectus_final_version_with_approval_number_257204-4-40_v0.1.pdf));
- the terms and conditions contained on pages 37 to 85 of the Base Prospectus dated 5 September 2019, as granted approval no. 19-426 by the AMF on 5 September 2019 ([https://www.rcibs.com/sites/default/files/media/pdf/rci\\_banque\\_-\\_emtn\\_base\\_prospectus\\_2019.pdf](https://www.rcibs.com/sites/default/files/media/pdf/rci_banque_-_emtn_base_prospectus_2019.pdf));
- the terms and conditions contained on pages 98 to 140 of the Base Prospectus dated 3 September 2018, as granted approval no. 18-410 by the AMF on 3 September 2018 ([https://www.rcibs.com/sites/default/files/media/pdf/rci\\_banque\\_emtn\\_base\\_prospectus\\_2018.pdf](https://www.rcibs.com/sites/default/files/media/pdf/rci_banque_emtn_base_prospectus_2018.pdf));
- the terms and conditions contained on pages 97 to 138 of the Base Prospectus dated 5 September 2017, as granted approval no. 17-457 by the AMF on 5 September 2017 ([https://www.rcibs.com/sites/default/files/media/pdf/rci\\_base\\_prospectus\\_2017.pdf](https://www.rcibs.com/sites/default/files/media/pdf/rci_base_prospectus_2017.pdf));
- the terms and conditions contained on pages 73 to 119 of the Base Prospectus dated 31 August 2016, as granted approval no. 16-406 by the AMF on 31 August 2016 ([https://www.rcibs.com/sites/default/files/media/pdf/rci\\_banque\\_emtn\\_base\\_prospectus\\_2016.pdf](https://www.rcibs.com/sites/default/files/media/pdf/rci_banque_emtn_base_prospectus_2016.pdf));
- the terms and conditions contained on pages 64 to 108 of the Base Prospectus dated 28 August 2015, as granted approval no. 15-458 by the AMF on 28 August 2015 ([https://www.rcibs.com/sites/default/files/media/pdf/rci\\_banque\\_emtn\\_base\\_prospectus\\_2015.pdf](https://www.rcibs.com/sites/default/files/media/pdf/rci_banque_emtn_base_prospectus_2015.pdf)); and
- the terms and conditions contained on pages 59 to 103 of the Base Prospectus dated 1 September 2014, as granted approval no. 14-473 by the AMF on 1 September 2014 ([https://www.rcibs.com/sites/default/files/media/pdf/rci\\_banque\\_-\\_emtn\\_update\\_2014\\_-\\_base\\_prospectus.pdf](https://www.rcibs.com/sites/default/files/media/pdf/rci_banque_-_emtn_update_2014_-_base_prospectus.pdf)).

## GENERAL INFORMATION

The "Material or significant change" paragraph in the "General Information" section on page 144 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Save as disclosed in the section "*Recent Developments*" of this Base Prospectus, there has been no material adverse change in the prospects of RCI Banque since 31 December 2021, 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 2021"

The "Auditors" paragraph in the "General Information" section on page 145 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"KPMG S.A. of Tour EQHO, 2, avenue Gambetta, CS6055, 92066 Paris La Défense Cedex, France and Ernst & Young Audit of 1/2, place des Saisons, 92400 Courbevoie, Paris La Défense 1, France have acted as auditors to the Issuer with respect to the financial year ending 31 December 2019 and KPMG S.A. of Tour EQHO, 2, avenue Gambetta, CS6055, 92066 Paris La Défense Cedex, France and Mazars, Tour Exaltis, 61 rue Henri Regnault 92400 Courbevoie, France with respect to the financial year ending 31 December 2020 and the financial year ending 31 December 2021. The statutory auditors are independent with respect to the Issuer as required by the laws of the French Republic and under the applicable professional rules of the "*Compagnie Nationale des Commissaires aux Comptes*".

The statutory auditors are members of the *Compagnie Régionale des Commissaires aux Comptes de Versailles* and are registered with the *Compagnie Nationale des Commissaires aux Comptes* (official statutory auditors' representative body). They are subject to the authority of the *Haut Conseil du Commissariat aux Comptes* (French High Council of Statutory Auditors)."

## 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 6 April 2022



This Supplement to the Base Prospectus has been approved on 6 April 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: 22-086.