

THIRD SUPPLEMENT TO THE BASE PROSPECTUS DATED 10 NOVEMBER 2021

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 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 from the AMF and a second supplement dated 30 May 2022 which received approval n°22-183 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) incorporating by reference the Issuer's English version of its half year financial report 2022 (the "**Half Year Financial Report 2022**"), its half year Pillar 3 Disclosure 2022 (the "**Half Year Pillar 3 Disclosure 2022**") and the amended full-year pillar 3 disclosure for 2021 (the "**Amended Full-Year Pillar 3 Disclosure 2021**") (ii) updating the "Recent Developments" sub-section in the "Description of RCI Banque and the RCI Banque Group" section of the Base Prospectus and (iii) 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) and (ii) the Issuer (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 9 September 2022. Investors may contact the Authorised Offerors should they wish to exercise the right to withdrawal.

The date of this Supplement is 6 September 2022.

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DOCUMENTS INCORPORATED BY REFERENCE

The Issuer's English version of the [Half Year Financial 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 36 of the Base Prospectus.

The Issuer's English version of its [Half Year Pillar 3 Disclosure 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 36 of the Base Prospectus.

The reference to the Issuer's English version of its full-year pillar 3 disclosure for 2021 (the "**Full-Year Pillar 3 Disclosure 2021**") shall be replaced by the following amended version (the "[Amended Full-Year Pillar 3 Disclosure 2021](#)") shall be incorporated in, and form part of, the Base Prospectus. 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 Half Year Financial Report 2022, the Half Year Pillar 3 Disclosure 2022 or the Amended Full-Year Pillar 3 Disclosure 2021.

| Rule | Commission Delegated Regulation 2019/980 – Part of Annex 6 | Document incorporated by reference | Page(s) |
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| 4. | INFORMATION ABOUT THE ISSUER | | |
| 4.1.8 | Description of the expected financing of the Issuer's activities | Half-Year Financial Report 2022 | 10-11 |
| 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. | Half-Year Financial Report 2022 | 7-8 |
| | | Half-Year Pillar 3 Disclosure 2022 | 1-57 |
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| 11. | FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES | | |

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| 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. | Half Year Financial Report 2022 | 30-31 |
| 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. | Half Year Financial Report 2022 | 17-22 |
| 11.2 | Interim and other financial information | | |
| 11.2.1 | If the Issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half yearly financial information is not audited or has not been reviewed state that fact. If the registration document is dated more than nine months after the date of the last audited financial statements, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year. Interim financial information prepared in accordance with either the requirements of the Directive 2013/34/EU or Regulation (EC) No 1606/2002 as the case may be. For issuers not subject to either Directive 2013/34/EU or Regulation (EC) No 1606/2002, the interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year's end balance sheet. | Half Year Financial Report 2022 | 1-60 |

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:

"15. Press release dated 27 June 2022

RCI BANQUE SUCCESSFULLY PLACED ITS INAUGURAL GREEN BOND WITH THE ISSUANCE OF 500 MILLION EUROS FIXED RATE NOTES MATURING IN JULY 2027

RCI Banque launched its debut green bond with the issuance of a €500m 5-year bond bearing a 4.75% coupon. The transaction attracted demand for over € 1 billion from approximately 110 investors. 84% of the bonds were allocated to responsible investment orientated investors. The proceeds from this Green Bond will be used to finance or refinance Battery Electric Vehicles (BEVs) and charging infrastructure. This transaction, that has been launched a few weeks after RCI Banque unveiled its new commercial brand "Mobilize Financial Services", demonstrates investor's trust in the financial strength of the company and its contribution to facilitate the transition to electric driving and help tackle climate change

16. Press release dated 29 July 2022

HALF YEAR RESULTS 2022: MOBILIZE FINANCIAL SERVICES SETS NEW RECORDS IN BUSINESS PERFORMANCE AND CUSTOMER SATISFACTION

Thanks to a good integration with the Alliance brands' policies, the first half of 2022 is a semester of record commercial performance for Mobilize Financial Services:

- A record financing penetration rate¹ of 46.5% of registrations, up by 2.2 points
- A record service penetration rate² of 209.4% of registrations, up by 24.3 points
- A record average financed amount, up by 14.8%
- A record level of customer recommendation, with a *Net Promoter Score*³ of +57 points, up by 5 points compared to the first half of 2021

In an automotive market down by 13.4%⁴, Mobilize Financial Services made progress in the most promising market segments:

- 638,474 new financing contracts overall, for a total of 8.9 billion euros in new financings
- 181,520 used vehicle financing contracts, up by 1.6% compared to the end of June 2021
- 38,375 contracts for electric vehicle financing (new and used), up by 20% compared to H1 2021

As a result, Mobilize Financial Services maintains a robust financial performance:

- Average performing assets related to retail activity of 38 billion euros, up 1.3% compared to the end of June 2021

¹ Overall penetration rate excluding companies consolidated by the equity method (Russia, Turkey and India).

² Penetration rate excluding companies consolidated by the equity method (Russia, Turkey and India). The service penetration rate corresponds to the ratio between the total number of service contracts sold and Alliance registrations.

³ 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. Result from a survey of retail customers of new and used cars who are halfway through their contract, in 22 countries.

⁴ Within the scope of Mobilize Financial Services.

- **Net banking income of 1,014 million euros, up by 7.8% compared to the first half of 2021**
- **Total cost of risk is 0.48% of APAs⁵**
- **Pre-tax income profit of 457 million euros, impacted by a 101.4 million euros one-off provision on the equity investment in the Russian joint-venture RN Bank**

“In a market context still impacted by the crisis, Mobilize Financial Services has achieved a record commercial performance, with a financing penetration rate of 46.5% and a service penetration rate of 209.4%. This translates into robust financial performance. We remain as well the market benchmark in terms of customer satisfaction, with a Net Promoter Score of +57 points. Mobilize Financial Services also continued to innovate by supporting the Alliance brands in the online sale of Renault Megane E-Tech and Nissan Ariya and by accelerating payments with the creation of Mobilize Pay and the launch of Mobilize Visa Card. I would like to thank all of our teams for their commitment without which we would not have achieved these results.”, explains João Leandro, CEO of Mobilize Financial Services.

A RECORD SALES PERFORMANCE IN A CAR MARKET STILL AFFECTED BY THE CRISIS

In a car market down by 13.4%, the volumes of the Alliance's brands stand at 1.15 million vehicles in the first half of 2022, down by 22.4%. Excluding companies consolidated by the equity method (Russia, Turkey, India), the penetration rate was 46.5%, up by 2.2 points compared to the first half of 2021.

Mobilize Financial Services financed 638,474 contracts in the first half of 2022, down by 10.9% from the end of June 2021.

The used vehicle financing business grew by 1.6% compared to the end of June 2021, with 181,520 contracts financed.

Financing of electric vehicles is up by 20% compared to the end of June 2021 with 38,375 contracts financed.

New financings (excluding cards and personal loans) amounted to 8.9 billion euros, up by 2.3%, driven by growth in used vehicle financing and a 14.8% increase in average amounts financed.

Average performing assets related to the Customer business reached 38 billion euros in the first half of 2022, up by 1.3%, driven by growth in new financings. APAs linked to the Wholesale activity amounted to 5.7 billion euros, down by 28.3% as a result of the semiconductor crisis and the policy of optimizing dealership vehicle stocks implemented by the Renault Group brands. Overall, average performing assets totaled 43.7 billion euros, down by 3.9% compared with the first half of 2021.

The number of insurance and services sold in the first half of 2022 stands at 2.2 million. Mobilize Financial Services achieves a record services penetration rate of 209.4%, up by 24.3 points.

Mobilize Financial Services achieves a new record in customer recommendation with a *Net Promoter Score*² of +57 points, up by 5 points on the previous year and up by 8 points compared to end-June 2019.

A ROBUST FINANCIAL PERFORMANCE THANKS TO STRONG GROWTH IN NET BANKING INCOME

The Net Banking Income (NBI) amounted to 1,014 million euros, up by 7.8% compared to the end of June 2021. This increase is mainly due to the positive effect of the valuation of interest rate swaps resulting from the rise in interest rates. It must be noted that the impact of the valuation of the swaps is a temporary effect and will tend to be nil when

⁵ *Average performing assets: The average performing assets plus the assets related to operational leasing activities. For customers, it is the average performing assets at the end of the month. For the dealer network, it is the average of daily performing assets.*

the swaps mature. The contribution of services activities to net banking income represents 34.1%, virtually stable compared to the first half of 2021.

The operating costs amount to 326 million euros, up by 21 million euros compared to the end of June 2021. They represent 1.51% of APAs, an increase of 15-basis points compared to the first half of 2021. This 15-basis point increase is explained by the decrease in dealership APAs and by the investments made in new activities and digitalization.

The cost of risk for retail activity (financing for private and business) stands at 0.57% of APAs at the end of June 2022 compared with 0.32% of APAs at the end of June 2021. This increase is mainly due to the normalization of risk parameters. The cost of risk for wholesale activity (financing for dealership) stands at a provision of -0.21% of APAs at end-June 2022 compared to a provision of -0.56% at end of June 2021. This change is mainly due to the sharp decline in dealer network outstanding in the first half of 2021. The total cost of risk stands at 0.48% of APAs compared with 0.16% at end of June 2021.

The pre-tax income was 457 million euros compared to 598 million euros at the end of June 2021. This decrease is mainly due to a 101.4 million euros one-off provision on the equity investment in the Russian joint venture (RN Bank).

MOBILIZE FINANCIAL SERVICES CONTINUES TO DIVERSIFY ITS FUNDING SOURCES BY SUCCESSFULLY ISSUING ITS FIRST GREEN BOND FOR 500 MILLION EUROS

Mobilize Financial Services took advantage of a still favorable environment at the beginning of 2022 to issue a 750 million euros bond with a 3.5 year maturity. The order book reached 4.5 billion euros from over 180 subscribers. The group also returned to the Swiss market with the placement of a 110 million Swiss franc 3-year bond. In June, the bank successfully completed its first green bond issue for 500 million euros (which was settled in July). The funds received will be used to finance electric vehicles and charging infrastructure. This latest transaction demonstrated Mobilize Financial Services' commitment to the transition to electric mobility and the fight against climate change, in line with its purpose to create sustainable mobility for all.

In the securitization market, the group placed approximately 700 million euros of securities backed by car loans granted by its French subsidiary DIAC and increased its private securitization in England by 100 million sterling.

In this highly volatile market environment, the savings collection activity proved to be particularly resilient and competitive in terms of cost of resources collected compared to market sources of funding. Retail deposits increased by 476 million euros since the beginning of the year to stand at 21.5 billion euros, i.e., 47% of the net assets of the company.

17. Press release dated 2 September 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 mobilize-fs.com under the references "PILLAR 3 Risks Report - December 31st, 2021 (Amended version of September 2nd, 2022)".

The changes compared to the initial version concern the correction of an error in the table "Segmentation of exposures by the advanced method and average LGD by country", in which the column "Average loss computed at the last backtesting" is modified for the "Corporate" exposure category.

This new version cancels and replaces the Pillar III report initially published on our website on 2/24/2022 and amended on 4/4/2022 and which is included in our annual report published on 4/12/2022."

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 30 June 2022"

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 Mazars, Tour Exaltis, 61 rue Henri Regnault 92400 Courbevoie, France with respect to the financial years ending 31 December 2020 and 31 December 2021 and the six-month period ending 30 June 2022. 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 September 2022



This Supplement to the Base Prospectus has been approved on 6 September 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: 22-374.