

THIRD SUPPLEMENT TO THE BASE PROSPECTUS DATED 21 DECEMBER 2023

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 21 December 2023 which received approval n°23-525 on 21 December 2023 from the *Autorité des marchés financiers* (the "**AMF**") as supplemented by the first supplement thereto dated 18 March 2024 which received the approval n°24-073 on 18 March 2024 from the AMF and the second supplement thereto dated 7 June 2024 which received the approval n°24-203 on 7 June 2024 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 English language version of the Issuer's (a) half year financial report for the six-month period ended 30 June 2024 and (b) the financial annual report for the year ended 31 December 2023, (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.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 10 September 2024. Investors may contact the Authorised Offerors should they wish to exercise the right to withdrawal.

The date of this Supplement is 6 September 2024.

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DOCUMENTS INCORPORATED BY REFERENCE

The section "Documents incorporated by reference" on pages 39 to 44 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"This Base Prospectus should be read and construed in conjunction with the following documents which have been previously published and have been filed with the AMF for the purpose of the EU Prospectus Regulation, and shall be incorporated in, and form part of, this Base Prospectus:

- The Issuer's English version of the half-year financial report for the six-month period ended 30 June 2024 (the "[Half-Year Financial Report 2024](#)"),
- The Issuer's English version of the financial annual report for the year ended 31 December 2023 (the "[Financial Annual Report 2023](#)"),
- The Issuer's English version of the annual report for the year ended 31 December 2022 (the "[Annual Report 2022](#)"),
- the terms and conditions contained on pages 42 to 88 of the [Base Prospectus](#) dated 10 November 2022, as granted approval no. 22-441 by the AMF on 10 November 2022;
- the terms and conditions contained on pages 43 to 91 of the [Base Prospectus](#) dated 10 November 2021, as granted approval no. 21-486 by the AMF on 10 November 2021;
- 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;
- the terms and conditions contained on pages 37 to 85 of the [Base Prospectus](#) dated 3 September 2018, as granted approval no. 19-426 by the AMF on 5 September 2019;
- 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;
- 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;
- 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; and
- 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.

For as long as any Notes are outstanding, this Base Prospectus (including any supplements thereto) and all documents incorporated by reference into this Base Prospectus may be obtained, free of charge, (i) at the office of the Fiscal Agent and the Paying Agents set out at the end of this Base Prospectus during normal business hours, (ii) at the registered office of the Issuer during normal business hours, and (iii) on the website of the Issuer (www.mobilize-fs.com). Written or oral requests for such documents should be directed to the Issuer at its principal office set out at the end of this Base Prospectus (for the attention of the Finance Director).

This Base Prospectus and any supplement thereto will also be published on the website of the AMF (www.amf-france.org). The Final Terms related to Notes will be published on the website of the Issuer (<https://www.mobilize-fs.com/en/finance/debt-prospectus-and-programmes>). If the Notes are listed and admitted to trading on a Regulated Market other than Euronext Paris, the relevant Final Terms will provide whether additional methods of publication are required and what they consist of.

The information on the website of the Issuer, or on any other website referred to herein or therein, does not form part of this Base Prospectus, unless that information is incorporated by reference in this Base Prospectus.

Statements contained in any such supplement shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Base Prospectus. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

The non-incorporated parts of the documents incorporated by reference are either not relevant for investors or covered elsewhere in the Base Prospectus.

Information Incorporated by Reference

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Document incorporated by reference		
		Half-Year Financial Report 2024	Financial Annual Report 2023	Annual Report 2022
4.	INFORMATION ABOUT THE ISSUER			
4.1.	History and development of the Issuer			
4.1.1.	The legal and commercial name of the Issuer	p. 5-6, 9		
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			
4.1.5.	Details of any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.		p. 40, 79	
4.1.7.	Information on the material changes in the Issuer's borrowing and funding structure since the last financial year	p. 40		
4.1.8.	Description of the expected financing of the Issuer's activities	p. 27-28, 47		

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Document incorporated by reference		
		Half-Year Financial Report 2024	Financial Annual Report 2023	Annual Report 2022
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.	p. 8, 10, 24, 82-143	p. 135-136	
5.2	The basis for any statements made by the Issuer regarding its competitive position	p. 25	p. 136-137	
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	p. 8		
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	p. 10		
7.	TREND INFORMATION			
7.1	A description of: (a) any material adverse change in the prospects of the issuer since the date of its last published audited financial statements; (b) any significant change in the financial performance of the group since the end of the last financial period for which financial information has been published to the date of the registration document. If neither of the above are applicable then the issuer shall include an appropriate statement to the effect that no such changes exist.	p. 40, 79		
7.2	Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for at least the current financial year	p. 27		

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Document incorporated by reference		
		Half-Year Financial Report 2024	Financial Annual Report 2023	Annual Report 2022
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.	p. 11-20		
9.2	Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.	p. 17		
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	p. 8		
10.2	A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	p. 10		
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		p. 6-90	p. 193-267

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Document incorporated by reference		
		Half-Year Financial Report 2024	Financial Annual Report 2023	Annual Report 2022
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.	p. 41-46	p. 16-32	p. 207-220
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.	p. 29-79	p. 6-90	p. 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.		p. 10	p. 198
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	p. 33-79		

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Document incorporated by reference		
		Half-Year Financial Report 2024	Financial Annual Report 2023	Annual Report 2022
	information may be satisfied by presenting the year's end balance sheet.			
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.	p. 29-32	p. 6-9	p. 194-197
11.3.1a	Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.		p. 6	
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.	p. 7		
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.	p. 5-6		

Rule	Commission Delegated Regulation 2019/980 – Part of Annex 6	Document incorporated by reference		
		Half-Year Financial Report 2024	Financial Annual Report 2023	Annual Report 2022
13	MATERIAL CONTRACTS			
13.1	A brief summary of all material contracts that are not entered into in the ordinary course of the issuer’s business, which could result in any group member being under an obligation or an entitlement that is material to the issuer’s ability to meet its obligations to security holders in respect of the securities being issued.	p. 20		

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 105-106 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, the Financial Annual Report 2023 and the Half-Year Financial Report 2024 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 Half-Year Financial Report 2024, pages 5, 6 and 9 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 Half-Year Financial Report 2024, pages 8, 10, 3 and 82-143 and Financial Annual Report 2023, pages 135-136, for information on the RCI Banque group's principal activities, including main products and services, and its principal markets.

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 Half-Year Financial Report 2024, pages 8-10, for a brief description of the RCI Banque group and the Issuer's position within the RCI Banque group.

Management

See the Half-Year Financial Report 2024, pages 11-20 and 17, for the names, functions and relevant external activities of members of the Issuer's Board of Directors.

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

Shareholders

See the Half-Year Financial Report 2024, pages 8-10, 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 Half-Year Financial Report 2024, pages 33-79 (including the accounting policies and explanatory notes thereto at pages 202-267), Financial Annual Report 2023, pages 6-90 (including the accounting policies and explanatory notes thereto at pages 13-30) and the Annual Report 2022, pages 193-267 (including the accounting policies and explanatory notes thereto at pages 202-267), for, respectively, the RCI Banque group's consolidated financial statements for the six-month period ended 30 June 2024, the year ended 31 December 2023 and the year ended 31 December 2022

(including balance sheet, income statement and notes) and the auditors' report thereon at pages 6-9 of the Financial Annual Report 2023 and pages 194-197 of the Annual Report 2022 as well as the limited review report at pages 29-32 of the Half-Year Financial Report 2024.

See the Financial Annual Report 2023, page 14 and the Annual Report 2022, page 201, for, respectively, the RCI Banque group's consolidated cash flow statement for the year ended 31 December 2023 and the year ended 31 December 2022.

Indebtedness

See the Half-Year Financial Report 2024, page 35 (as well as the accounting policies and explanatory notes thereto at pages 39-79), the Financial Annual Report 2023, page 10 (as well as the accounting policies and explanatory notes thereto at pages 15-76) and the Annual Report 2022, pages 13-15 and 198 (as well as the accounting policies and explanatory notes thereto at pages 202-267), for the RCI Banque group's financial policy and consolidated balance sheet for, respectively, the six-month period ended 30 June 2024, the year ended 31 December 2023 and the year ended 31 December 2022.

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 107 of the Base Prospectus:

"17. Press release dated 25 June 2024

RCI BANQUE ISSUES A 750 M€ 10.25 YEARS TIER 2 SUBORDINATED BOND

On 25th June 2024, RCI Banque has successfully priced a new Tier 2 subordinated Notes for 750 million euros, maturing on 09th October 2034 and callable in the 3-month period to 09th October 2029 (5.25 years). The bond carries a 5.5% coupon until 09th October 2029, after which it will reset to 5-year swap rate + 275 bp for the last 5 years if not redeemed.

The transaction was conducted after half a day of virtual roadshow which allowed RCI Banque to engage directly with over 40 investors.

This issuance extends the maturity profile of RCI Banque's Tier 2 layer and is part of its dynamic capital management strategy aimed at maintaining a solid capital structure and robust safety margins compared to capital requirements.

This transaction was well received by the financial community and attracted a final order book close to 2 billion euros from approximately 160 investors.

The success of this transaction demonstrates RCI Banque's ability to access capital markets across instruments.

18. Press release dated 5 September 2024

PLACEMENT OF A 765.1 MILLION EURO SECURITIZATION BACKED BY FRENCH AUTO LOANS

Mobilize Financial Services Group announces the placement of a securitization backed by auto loans originated by its French subsidiary.

The FCT *Cars Alliance Auto Loans France v 2024-1* has placed 700m€ of Senior notes and 65.1m€ of subordinated notes. These notes are rated AAA(sf) / Aaa(sf) and AA(low)(sf) / Aa3(sf) respectively by DBRS and Moody's.

The Senior tranche, with a weighted average life of 2.34 years, has a coupon⁽¹⁾ of Euribor 1 month + 60bps. The subordinated notes, with a weighted average life of 4.44 years, have a coupon⁽¹⁾ of Euribor 1 month + 120bps.

The successful placement demonstrates investors' continued confidence in Mobilize Financial Services assets quality and receivable management process. This transaction also confirms the diversified financing sources to which the company has access.

⁽¹⁾ Priced at par"

GENERAL INFORMATION

The "Material or significant change" paragraph in the "General Information" section on page 156 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"There has been no material adverse change in the prospects of RCI Banque since 31 December 2023, 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 2024."

The "Auditors" paragraph in the "General Information" section on page 157 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"Auditors

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 2023 and 31 December 2022 and the six-month period ending 30 June 2024. 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 2024



This Supplement to the Base Prospectus has been approved on 6 September 2024 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: 24-389.